

# **WEST SIDE SWIM CLUB, INC.**

## **BY-LAWS**

(Amended January 1987, October 1990, November 1998, August 2000, August 2002, August, 2007, March 2012, August 2012, August 2013, 2014, August 2025)

### **ARTICLE 1. MEMBERSHIP**

#### **Section 1. Number and Qualification of Memberships.**

1. By December 31<sup>st</sup> of each year, the Board of Directors shall set a maximum number of Memberships that will be available for the following year. There shall not be more Memberships than the maximum number of Memberships set by the Board of Directors.

2. A Membership is a person, pair of people from an immediate family, or entire immediate family who have paid the full Initiation Fee and have paid the Annual Fees as assessed by the Board of Directors. A Member is an individual who is part of Family Membership, Couples Membership, or Individual Membership that is in good standing.

A. A Membership requires payment of a one-time, non-refundable Initiation Fee. The amount of the Initiation Fee shall be set by the Board of Directors and published yearly at the Annual Meeting for any new Memberships that are purchased thereafter until the next Annual Meeting.

A Provisional Membership may spread out payment of the Initiation Fee over a period of three (3) consecutive years of equal payments. The total amount of the Initiation Fee shall equal the amount of the Initiation Fee at the time the first installment payment was made.

B. A Membership also requires the yearly payment of the Annual Fees assessed by the Board of Directors. Annual Fees include either payment of the Annual Dues or the Inactive Fee.

3. Memberships are non-transferable.

4. If a Membership fails to pay Annual Dues as assessed by the Board of Directors and fails to pay the Inactive Fee specified in Article VI, Section 2 of these by-laws for two (2) consecutive seasons (i.e., on or before May 31<sup>st</sup> of the second season), a notice will be sent to the Membership's contact as shown on the books of the Corporation, notifying the Membership of their failure to pay Annual Fees for two (2) consecutive seasons and giving notice that the total assessment (inactive fee + penalty) set forth in a Schedule defined by the board and made available each year at the annual meeting for the following year must be paid within ninety (90) days or a new Initiation Fee will be assessed at the time of purchase of any subsequent membership plan.

#### **Section 2. Membership Types**

The three Membership types are defined as follows:

1. **Family Membership:** This Membership includes two adults and all minor members of an immediate family.
2. **Couple Membership:** This Membership includes two adults from an immediate family.
3. **Individual Membership:** This Membership includes one adult individual.

Immediate family means the spouses/domestic partners and all children as defined under the Internal Revenue Code for purposes of personal exemption.

### **Section 3. Membership Privileges.**

Upon payment of the Annual Dues as set by the Board of Directors a Membership entitles individuals in accordance to the membership type as outlined in Article I, Section 2:

1. To use the swimming pool and its facilities.
2. To one vote regardless of Membership type. A vote can only be cast by an adult Member.

### **Section 4. Expulsion.**

A Membership may be declared null and void by action of the Board of Directors, upon two-thirds (2/3) vote of its entire membership, for cause; provided however, at least ten (10) days prior to any such action, the Board of Directors shall cause to be served upon the member a Bill of Complaint showing the grounds for the action sought, and the member may within ten (10) days, or such additional time as the Board of Directors shall specify, file with the Membership Secretary of the Corporation his/her reply in writing, in which event, the Board of Directors shall consider said reply in reaching its determination in the matter. Service of said Bill of Complaint shall be made by leaving the same at the resident's address of the member shown on the books of the Corporation with any adult member of his/her household.

### **Section 5. Memberships in Good Standing**

1. Memberships in good standing will be defined as Memberships who have paid the current year's Annual Dues or Inactive Fee and fully paid their Initiation Fee. Memberships in good standing will be evaluated on the dates outlined in Article I, Section 5, Paragraph 2 or by special date designated by the Board of Directors.

2. Dates for evaluating memberships in good standing: January 1<sup>st</sup>, Opening Day, 3<sup>rd</sup> Sunday after Opening Day, and date of Annual Meeting,

## ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT

### **Section 1. Principal Office.**

The principal office of the Corporation shall be located at 5533 Odana Road, Madison, Dane County, Wisconsin 53719.

### **Section 2. Registered Agent.**

The Membership Secretary of the Corporation shall be its Registered Agent.

### **Section 3. Books and Records.**

The books and records of the Corporation shall be kept at the Principal Office or at a place deemed appropriate by the Board of Directors.

## ARTICLE III. MEETINGS OF MEMBERS

### **Section 1. Annual Meeting.**

The Annual Meeting of the Members of the Corporation shall be held no more than fourteen (14) days prior to Labor Day at a time and place to be selected and designated by the President. The date of the Annual Meeting must be posted at the Principal Office and Members shall be duly notified of the meeting not less than ten (10) days prior thereto. At such meeting the Members shall elect Directors of the Board of Directors and transact such other business as may properly come before it.

### **Section 2. Special Meetings.**

Special meetings of the Members may be called at any time by the Board of Directors. A special meeting shall be called by the Board of Directors upon written request signed by at least fifty (50) of the Members. Notice of such meetings, showing the purpose thereof, shall be given to all Members not less than ten (10) days prior thereto.

### **Section 3. Quorum and Procedure Where No Quorum.**

A quorum shall consist of not less than eight (8) Memberships. If a meeting of the Members of the Corporation has been duly called for any purpose, and a quorum is not present, the Members present may by majority vote call a further meeting for the same purpose. Not less than fifteen (15) days notice by Members of such a meeting and its

purposes will be given. At such a further meeting, the Members present shall constitute a quorum and by majority vote take action on the proposed action and take any other action which may have been taken at the original meeting if a sufficient number of Members had been present and the notice of said meeting shall so state.

#### ARTICLE IV. BOARD OF DIRECTORS

##### **Section 1. Number and Terms of Office.**

The business and property of the Corporation shall be managed and controlled by a Board of nine (9) Directors, three (3) to be elected at each annual meeting to serve for a term of three (3) years. Board members may serve only two (2) consecutive terms and may be re-elected to the Board of Directors after a one (1) year vacancy from the Board.

##### **Section 2. Vacancies.**

In case of any vacancy in the Board of Directors, the remaining Directors shall by an affirmative majority vote, elect a successor for the unexpired term.

##### **Section 3. Absence of Director and Expulsion.**

The Board of Directors, by a majority vote of its entire membership, may remove a Director who is absent from three (3) consecutive regular meetings of the Board without valid cause. The Board of Directors may expel a fellow Director for just cause by a unanimous vote of all remaining Board members.

##### **Section 4. Meetings.**

The first meeting of each year's newly constituted Board of Directors shall be held within 14 days of the Annual Meeting of the Members of the Corporation set forth in Article III, Section 1. In addition to dealing with any matter that shall properly be introduced, it shall be the first item of business of this first meeting for the Directors to elect new Officers whose term of office shall last one (1) year until the first meeting of the next year's newly constituted Board of Directors and its election of new Officers. Special meetings of the Board of Directors may be called by the President, and upon written request of at least five (5) Directors, the President shall call a special meeting. Notice of such special meeting and the purpose therefore shall be given to all Directors at least three (3) days prior thereto. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

## ARTICLE V. OFFICERS

### **Section 1. Officers.**

The Board of Directors shall elect Officers of the Corporation to serve until the first meeting of each year's new Board of Directors as set forth in Article IV, Section 4. All Officers of the Corporation must be part of a Membership thereof and the President must be a Director of the Board of Directors. Officers shall serve without compensation except for the position of President, Membership Secretary and Treasurer. The Officers shall be a President, a Vice President, a Membership Secretary, a Corresponding Secretary and a Treasurer, and no person shall hold more than one office at one time except the position of Corresponding Secretary and Treasurer can be combined or duties merged at the discretion of the Board of Directors.

### **Section 2. Powers and Duties of the President.**

The President shall preside at all meetings of the Members of the Corporation and Board of Directors. The President shall have power to sign and execute all contracts in the name of the Corporation, and to appoint and discharge agents and employees, provided however, appointment or discharge of the swimming pool manager shall be subject to the approval of the Board of Directors. The President shall have general and active management of the business of the Corporation, and shall perform all the duties usually incident to the office of President. The President shall execute the mandates of the Board of Directors.

### **Section 3. Powers and Duties of the Vice President.**

The Vice President shall have such powers and perform such duties as may be delegated to him/her by the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

### **Section 4. Powers and Duties of the Membership Secretary.**

The Membership Secretary shall attend to the giving and serving of all notices. The Membership Secretary shall sign with the President or with the Vice President, in the name of the Corporation, all contracts; he/she shall have charge of the records of Membership, and such other books and papers as the Board of Directors may direct, and he/she shall perform in general all the duties incident to the office of Membership Secretary, subject to the control of the Board of Directors. The Membership Secretary shall submit such reports to the Board of Directors as may be requested by them.

### **Section 5. Powers and Duties of the Corresponding Secretary.**

The Corresponding Secretary shall keep the minutes of all meetings of the Board of Directors, of the Members of the Corporation, and any other meeting to which the Corresponding Secretary is designated by the President to attend, in books provided for

the purpose. The Corresponding Secretary shall submit such reports to the Board as may be requested by them.

#### **Section 6. Powers and Duties of the Treasurer.**

The Treasurer shall have custody of all funds and securities of the Corporation which may come into his/her hands; when necessary or proper he/she shall endorse on behalf of the Corporation for collection all negotiable instruments and shall deposit the same to the credit of the Corporation in such bank or banks as the Board of Directors may designate. Whenever required by the Board of Directors he/she shall render a statement of his/her cash account; he/she shall cause to be entered regularly in the books of the Corporation, to be kept for that purpose a full and accurate account of the Corporation. The Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors. The Treasurer shall give a bond for the faithful discharge of his/her duties in such amount as the Board of Directors may require and the Corporation shall pay the premium for such bond.

#### **Section 7. Transition of Officers.**

It shall be the responsibility of each Officer to effect the smooth transfer of power and duties to his/her successor. Specifically, an Officer shall turn over promptly all records and information relating to the execution of his/her duties to his/her successor and shall ensure that such successor understands the powers and duties so transferred. Further, to the extent that it is reasonable, pursuant to stepping down from their positions, the Membership Secretary and Treasurer shall participate in the audit conducted the following year relating to their execution of their respective duties during the previous fiscal year as provided in Article VII, Section 1 and Article XI, Section 4.

### Article VI. ANNUAL FEES

#### **Section 1. Payment of Annual Dues.**

The amount and time of payment of the Annual Dues shall be as determined by the Board of Directors.

#### **Section 2. Inactive Membership.**

1. A Membership may elect to forgo paying the current year's dues and become an Inactive Membership provided that the Membership pays an Inactive Fee set by the Board of Directors in lieu of the full Annual Dues to the Membership Secretary on or before May 31<sup>st</sup> of any year in which the Membership desires to maintain an Inactive Membership-

### **Section 3. Provisional Memberships.**

The Corporation may sell Provisional Memberships to individuals, couples, and/or families who are otherwise not in a Membership. Provisional Memberships may be sold in an amount corresponding to the number of inactive, delinquent and available membership spots existing in a given year. Provisional Membership dues shall be set by the Board of Directors, and may include a reduced rate option for individuals, couples, or families who have not previously held a Membership or Provisional Membership.

Provisional Memberships are issued to individuals, couples, and/or families in progress of paying their Initiation Fee or for other qualifications deemed by the Board of Directors. Provisional Memberships allow individuals in the Provisional Membership use of the pool, but they are not voting memberships and do not meet the requirements of a Membership in good standing.

i.e. Provisional Memberships are all memberships that have not paid their Initiation Fee in full. Provisional Memberships may be offered at different rates to encourage membership growth as deemed by the board of directors, such as first year new membership specials.

### **Section 4. Nonpayment of Dues.**

Facilities of the Corporation shall not be available to those in any household entitled thereto until the current year's annual dues have been paid.

### **Section 5. Proration of Dues.**

Annual dues, fees, and penalties may not be prorated under any circumstance except by a majority vote of a quorum of the Board of Directors as provided in Article IV, Section 4. A member seeking such a proration for any reason shall petition the Board of Directors in writing clearly setting forth the reasons and circumstances for said request, and the Board of Directors shall provide the member its timely written decision.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Who May Appoint.**

The Board of Directors may create and appoint members of those committees as they deem necessary. Members of committees are not limited to Members of the organization.

The Board of Directors shall appoint a Review Committee who will review the corporate records of the Membership Secretary, Treasurer and Swim/Dive Team, at least every five (5) years. The findings of their review will be reported to the Board of Directors and the general membership. The Board of Directors will appoint two (2) members of the Board to serve on this committee along with two (2) Members who are part of a general

Membership (i.e. Family Membership, Couple Membership, or Individual Membership). The Membership Secretary and Treasurer will not serve as part of the Review Committee.

## ARTICLE VIII. NOTICES, WAIVERS AND VOTING

### **Section 1. Notices to be Sent.**

Except for the notice required under Article I, Section 2, all notices mentioned in these By-Laws shall be emailed to each member of the Corporation, and posted at West Side Swim Club within the time limits prescribed by these By-Laws. In the event the Corporation does not have an active email address for a Membership, notice will be mailed to the address of the person entitled thereto shown on the books of the Corporation. It shall be the responsibility of each member to notify the Membership Secretary of said Membership's change of email and mailing address.

### **Section 2. Waivers of Notice.**

Whenever any notice is required to be given by law or under the provisions of the Certificate of Incorporation or by these By-Laws, such notice may be waived, in writing, by the person or persons entitled to said notice unless such waiver is expressly prohibited by law.

### **Section 3. Voting.**

At meetings of the Members of the Corporation, Memberships that have been duly registered in the books of the Corporation at least fifteen (15) days prior to any such meeting, may cast one vote per Membership. It shall be the duty of the Membership Secretary to prepare and make, at least five (5) days before every election, a complete list of the Memberships of the Corporation entitled to vote and such list shall be open for inspection by any Member and shall be produced at the time and place of such election and kept there until the election is concluded. The President shall appoint inspectors and tellers as required.

## ARTICLE IX. ABSENTEE BALLOT

### **Section 1. When Authorized.**

Absentee ballots may be cast by an absent Member upon specific proposals or resolutions when such absentee ballot is specifically authorized by the Board of Directors.

### **Section 2. How Cast.**

When an absentee ballot is authorized by the Board of Directors, the Membership Secretary shall transmit to any Member, upon request in writing being made of him/her

by such Member, an absentee ballot in such form as prescribed by the Board of Directors for the taking of the vote on the proposition involved.

## ARTICLE X. AMENDMENT OF BY-LAWS

### **Section 1. Amendment by Members Only.**

These By-Laws may be amended or new By-Laws made by action of the Members of the Corporation only. By-Laws may similarly be repealed.

### **Section 2. Amendment Procedure.**

Amendment, repeal or making of new By-Laws shall be made in the following manner: Notice of the proposed amendment, repeal or making of new By-Laws shall be emailed to each Membership of the Corporation and posted at West Side Swim Club at least ten (10) days prior to any meeting at which such proposal shall be considered. In the event the Corporation does not have an active email address for a Membership, notice will be mailed to the address of the person entitled thereto shown on the books of the Corporation. Action by the Members of the Corporation shall require a majority vote of those Memberships present and voting.

## ARTICLE XI. DISSOLUTION

### **Section 1. Procedure**

The Corporation may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a simple majority vote of the Memberships present at that meeting. Upon dissolution or other termination of the Corporation, all remaining assets of the Corporation, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed evenly, in any manner considered prudent by the Board of Directors, to the Members of the Corporation in good standing as of a date set by the Board of Directors as part of the dissolution resolution set forth by the board.

## ARTICLE XII. MISCELLANEOUS

### **Section 1. Execution of Corporate Papers.**

Except as provided elsewhere herein, all written obligations of the Corporation shall be executed by the President independently, Vice President independently, or Treasurer and Membership Secretary together. No obligation in writing of the Corporation without such required signatures shall be binding upon the Corporation.

### **Section 2. Authority to Obligate the Corporation.**

No obligation on the part of the Corporation shall be entered upon without the approval of the Board of Directors above an individuals designated signing authority. The Board of Directors will maintain a policy outlining signing authority given to certain individuals/positions.

### **Section 3. Corporate Books and Records.**

Pursuant to written request of the President, the Corporate books and records shall be open to inspection by Members and prospective members during normal business hours on usual business days, or at such times as may be fixed by the President. Such inspection shall take place at the customary place of keeping of said books and records upon the written invitation of the President to the aforementioned parties wishing to inspect said books and records.

### **Section 4. Fiscal Year.**

The fiscal year of the Corporation shall begin on the first day of January and terminate on the 31<sup>st</sup> day of December each year.

### **Section 5. Financial Statement.**

The Board of Directors shall cause to be prepared and transmitted to each Member of the Corporation at the Annual Meeting a statement of the physical and financial condition of the Corporation covering the previous fiscal year, and a consolidated balance sheet showing the assets and liabilities of the Corporation.

### **Section 6. Dividends and Refunds.**

There shall be no dividends to Memberships of the Corporation. There shall be no refunds to Memberships except as otherwise provided in these By-Laws.

### **Section 7. Checks of the Corporation.**

All checks of the Corporation shall be signed by an Officer of the Board.

### **Section 8. Rules of Procedure.**

Unless otherwise provided for by law, by the Certificate of Incorporation, or by these By-Laws, rules of procedure governing meetings of Members of the Corporation or of the Board of Directors shall be those of Robert's Rules of Order, as revised from time to time.