

BYLAWS OF OLD CHURCH COMMUNITY CENTER
Amended July 1, 2025
Chartered April 11, 1956

Article I: Membership

A membership in good standing is one where all dues and fees are paid in full by the designated date as outlined in Article I, Section 3 of the Bylaws.

Active Membership is defined as:

A. Full Membership

Full Membership is defined as a membership for which yearly dues and all other applicable fees (including initiation fees, maintenance fees, and similar charges) are paid in full. A Full Membership covers the residents of a single household and provides access to all Community Center facilities, including the pool.

B. Community Center Membership

A Community Center Membership is defined as a membership where yearly dues and other applicable fees (initiation fee, maintenance fees etc.) are paid in full. Community Center Membership covers the residents of a single household. Community Center Memberships come with community center facility privileges only, excluding the pool.

Section 2 - Limitation of Members

The number of members shall be limited to the extent deemed necessary by the Board to preserve adequate standards of health, safety and sanitation. Immediate family members of current members, in good standing, shall be given preference on any waiting list.

Section 3 - Payment of Dues & Fees

The dues for membership, initiation fees and maintenance fees shall be set annually by the Board. Dues and maintenance fees shall be due and payable as follows:

Renewal of Membership

Households with a membership in good standing must pay the full annual membership dues and maintenance fees, set by the Board, to renew their membership. A billing statement, separate from the newsletter, will be sent to members every February. All dues and fees must be paid in full by May 15th. Installments are available due to extenuating circumstances pending Board approval. If dues are not received in full by May 15th, a \$75.00 late fee will be imposed. There will be no exceptions. If dues and late fees are not paid in full by the pool's closing day of the current operational season, the membership shall be terminated. Households wishing to become inactive must follow all rules and regulations outlined in these Bylaws under Article I Section 6 -

Inactive Member Status. The household shall also complete the membership form. New memberships may be purchased at any point in the year without incurring the late fee. Memberships moving from inactive to active status must meet the aforementioned deadlines.

New Memberships

Any household wishing to join the pool without having held a prior membership, who has resigned a membership or had a membership terminated, shall pay an initiation fee determined by the Board, in addition to all applicable membership dues and maintenance fees. The household shall also complete the membership form. All applicants for membership shall be reviewed by the Membership Committee and approved by the Board.

Inactive to Active Memberships

Households on inactive status that wish to return to active membership must submit a written request. The household must pay all applicable membership dues and maintenance fees and complete the required membership form before access to the facilities will be granted.

Section 4 - Transfer of Membership

The option for the Corporation to repurchase any membership shall no longer be available under any circumstances.

The Board shall permit a one-time transfer of an active membership to one immediate family member, who shall then hold the membership and become a dues-paying member responsible for all membership dues and maintenance fees.

Section 5 - Membership Resignation

Memberships may be terminated by the holder at any time by rendering a resignation in writing to the Board. Resignation shall not entitle a member to reimbursement of any portion of the initiation fee, dues, or maintenance fees paid.

Section 6 - Inactive Membership Status

An active membership may be placed on inactive status upon submission of a written request to the Board by the pool's closing day of the current operational season, along with payment of a hold fee as determined by the Board. Inactive status is permitted for a one-year period only. During the inactive period, households associated with the inactive membership will not be counted as voting members nor be eligible to use any of the facilities.

A membership may remain inactive for no more than 5 years, after which the membership will be terminated unless it is returned to active status. If membership capacity has been reached at the time an inactive membership is to be reactivated, the holder may continue to pay the hold fee and will be given preference on any waiting list.

Memberships shall be reactivated in the order in which the written requests were received.

Section 7 - Change in Type of Membership

Members in good standing who wish to change the type of membership they hold shall notify the Board in writing. The Board shall consider all written requests from active members in good standing who wish to change the status of their membership. A member may change from a Full Membership to a Community Center Membership, or from a Community Center Membership to a Full Membership, with dues and fees adjusted accordingly to reflect the change.

Section 8 - Notification of Divorce

When a married couple holding membership becomes divorced or separated, only one spouse shall retain the membership. The Board must be notified in writing which spouse will retain the membership. If the spouses cannot agree, the membership may be terminated at the option of the Board. The spouse who does not retain the membership may continue to exercise all rights and privileges associated with membership for the remainder of that membership year. Upon the end of the membership year, this spouse may apply for a new membership. In this specific situation, the initiation fee shall be waived, and annual membership dues and fees shall be charged at the prevailing rate.

Section 9 – Suspension/Expulsion/Cancellation

Members may be suspended or expelled, and memberships may be terminated, for violations of Bylaws or pool rules, or for conviction of any local ordinance or state law occurring on Corporation property. Such decisions shall be made on a case-by-case basis by the majority vote of the Board in a regular or special Board meeting.

Upon suspension, expulsion or termination, the member shall not be entitled to a refund of any portion of initiation fees, annual membership dues, or any maintenance fees paid. While under suspension, the suspended member shall not use any of the facilities of the Corporation.

The Board, at its discretion, may suspend privileges or terminate the membership of any member found guilty of falsification of any membership forms.

Section 10 - Membership Cards

The Board may provide for the issuance of membership cards in the Corporation, which shall be in such form as may be determined by the Board.

ARTICLE II. Meetings of the Corporation

Section 1 - Annual Meeting/Extension Provision

The annual meeting of the Corporation shall be held each year. The place and time of each meeting shall be determined by the Board or by the President and stated in the notice of the meeting provided in Section 4 of Article II. If the annual meeting is not held in any given year, the term of each member of the Board shall continue until his or her successor has been elected.

Section 2 - Transaction of Business

Any business may be transacted at such meeting, whether or not specified in the notice of the meeting, unless prior notice of the proposed transaction is expressly required by applicable law or these Bylaws. Such business may include the election of Board members, as otherwise provided in these Bylaws.

Section 3 - Special Meetings

Special meetings of the Corporation may be called for any purpose by Board members or by the President. Each such meeting shall be held at such place and time as shall be designated in the call thereof.

Section 4 - Notice Requirements

Notice, signed by an officer of the Corporation, shall be given by the Board to each voting member for each annual or special meeting of the Corporation. The notice shall state the date, hour and place of the meeting and, in general terms, the business stated in the call or otherwise proposed. Such notice shall be served by mail or electronically to each voting member, not less than five (5) and not more than sixty (60) days before the meeting. Notice shall be directed to each person entitled to notice at his or her physical or electronic address as it appears on the Corporation's annual membership form. Publication of this notice in the newsletter shall be deemed proper service.

Section 5 - Reports to Annual Meeting

In addition to any other report presented at the annual meeting of the Corporation, the Board shall present, at each January meeting of the Corporation, a report verified by the President and Treasurer or by a majority of the Board members. The report shall show the amount of real and personal property owned by the Corporation; the amount and nature of any property acquired during the year immediately preceding the date of the report and the manner of acquisition; the amount applied, appropriated, or expended during such year; the purposes, objects, or persons to or for which such applications, appropriations or expenditures were made; and the names of the persons who were members of the Corporation, of whatever class, during that year. Such report shall be filed with the records of the Corporation, and an abstract thereof shall be entered in the minutes of the meeting.

Section 6 - Voting

Each Active Membership shall be entitled to one (1) vote at the meetings of the Corporation, whether in person or by proxy, provided such membership is in good standing at the time of the meeting.

Section 7 - Quorum

At each annual or special meeting of the Corporation, one-sixth of the voting membership shall constitute a quorum necessary for the transaction of business. In the absence of a quorum at an annual or called meeting, a majority vote of the Board shall be sufficient to carry or ratify the business or motions brought before such meeting. However, any such action ratified by the Board shall be subject to reversal or repeal by a majority vote (51%) of active members in good standing, provided that such action is brought on or before the second regular monthly meeting following the adoption of the business or motion.

Section 8 - Parliamentary Procedure

Robert's Rules of Order shall govern the conduct of the meetings of the Corporation to the extent these Bylaws are silent.

ARTICLE III. Board of Directors

Section 1 - Number of Directors and Their Term

The business and affairs of the Corporation shall be managed by the Board of Directors elected from members who maintain an active membership status. No two members of a single family that make up an active membership may serve on the board simultaneously, thereby ensuring compliance with Article II, Section 6 regarding voting rights for members. Additionally, as described in Article X, Section 3, no member may serve on the Board of Directors if he or she is related to an employee holding a management position with the Corporation. The initial members of the Board have been designated in the Certificate of Incorporation. The Board shall consist of no fewer than seven (7) and not more than twelve (12) members, as determined from time to time by the Board, and shall be divided into three (3) classes so that the term of approximately one-third of the Board members shall expire each year). At each annual election of members of the Board, approximately one-third of the Board shall be elected for a term of three (3) years from the date of election or until their respective successors are elected. The immediate past president shall serve on the Board as an honorary member for one (1) year following the expiration of his or her regular term.

Section 2 - Nominations

At least thirty (30) days before each annual meeting of the Corporation, the President,

or in the event of his or her absence or inability or failure to act, the Vice President, shall appoint a Nominating Committee. The Nominating Committee shall present to such meeting nominations for the members of the Board to be elected at such meeting. Other nominations may be made by voting members present in person at the annual meeting provided the nominating person has gained prior approval of the nominee.

Section 3 - Resignation

Any member of the Board may resign his or her position at any time by giving written notice to the Corporation or any officer thereof, with such resignation to be effective at the time stated in the notice. The Board, by majority vote, may deem a Director inactive and declare his or her position vacant. A majority vote of the Board shall be deemed conclusive.

Section 4 - Vacancy

Upon a vacancy occurring on the Board, the vacancy shall be filled by the vote of a majority of the Board until the next special or annual meeting.

Section 5 - Meetings

Regular meetings of the Board of Directors shall be held each year immediately following the election of Board members, at such time and place as may be previously determined by the Board. There shall be a minimum of ten (10) regular meetings of the Board each year. The place and time of each meeting shall be set by the Board or by the President. Special meetings of the Board may be called by one-half of the current Board members or by the President, at such time and place as designated in the call. The Secretary shall provide at least twenty-four (24) hours' notice of each special meeting to each Board member. Each regular or special meeting of the Board may transact any business brought before it; however, the Secretary shall endeavor to advise Board members in advance of the business to be transacted.

Section 6 - Quorum

At each meeting of the Board, Board members constituting one-half of the then current number of Board members, present in person, shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, the members present may adjourn sine die. However, if all members of the Board shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid as if it had been authorized at a meeting of the Board.

Section 7 - Powers

The Board shall have full power to make grants and contracts and to determine the manner and extent of use of the funds of the Corporation; provided, however, that the Board shall not mortgage or hypothecate in any manner any of the Corporation's real property or improvements thereon without authority of the active membership, given by majority vote at an annual or special meeting. The Board shall also have full power to control the finances and other business of the Corporation.

Section 8 - Rule Making Authority/Duties

The Board shall prescribe rules for the operation of the Corporation's facilities and shall perform such other duties, not expressly prohibited herein, as it may, in its discretion, deem to be in the best interest of the Corporation.

Section 9 - Fidelity Bond

The Board may secure the fidelity of the Treasurer and President of the Corporation and may secure the fidelity of other officers or employees by bond or otherwise and in such amount as shall be deemed proper.

Section 10 - Audit

The Board of Directors may require an audit of the Corporation's accounts for each calendar year, to be conducted by members of the Corporation as directed by the President and/or by an independent auditor as directed by the Board.

Section 11 - Insurance

The Board shall secure public liability and property damage insurance in such amounts as may be deemed necessary to fully protect the Corporation's operation.

Section 12 - Indemnification

Each Director and Officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him or her and/or damages imposed upon him or her in connection with the defense of, or as the result of, any action legally taken or alleged to have been taken by him or her as a Director or Officer of the Corporation. Such indemnification shall not be effective in the case of any action or omission of which he or she is liable under any federal or state statute by reason of dereliction or gross negligence in the performance of his or her duties as a Director or Officer of the Corporation.

ARTICLE IV. Officers

Section 1 - Election and Resignation

At the regular meeting of the Board following the annual meeting of the Corporation each year, the Board shall elect the following officers from among its members to hold office for the ensuing year or until their respective successors are elected.

- President
- Vice-President
- Treasurer
- Secretary

Any officer may resign at any time by submitting a written notice to the Board. A vacancy in any office may be filled by the Board at any meeting.

Section 2 - Powers and Duties

Subject to the authority of the Board, the officers of the Corporation shall have and exercise the following powers and duties:

A. President

The President shall preside at all meetings of the Corporation and exercise the usual functions pertaining to the office. He or she shall be responsible for the general welfare and development of the Corporation and its members and shall appoint such committees as deemed necessary. The President shall be responsible for enforcing these Bylaws, shall have the power to cast the deciding vote in the event of a tie vote by the board, and shall chair the Long-Range Planning Committee.

B. Vice President

In the absence or disability of the President, or if the office of the President becomes vacant, the Vice President shall have all the powers and perform all the duties of the President during such absence or disability, or until the vacancy in the office shall be filled.

C. Treasurer

The Treasurer shall keep proper records of the budget and of all appropriations and expenditures authorized by the Board. He or she shall render monthly reports to the Board at each meeting and shall be responsible for the preparation and distribution of the annual invoice for dues and fees to each active member during the month of February each year. The treasurer shall keep regular books of account and shall submit such reports of his or her actions as Treasurer, and of the financial condition of the Corporation, as the Board or the Budget and Finance Committee may require from time to time. He or she shall perform such other duties as may be assigned by the Board.

The Treasurer shall advise the Membership Committee of those members who have paid their dues and fees.

D. Secretary

The Secretary shall keep the minutes of all meetings of the Corporation and the Board, including a record of those in attendance. The Secretary shall perform such other administrative duties as the Board may assign from time to time. The Secretary shall familiarize himself or herself with parliamentary procedures and shall be responsible for ruling on such procedures when requested by the President.

Section 3 - Compensation

Members of the Board, officers, and members of standing committees shall not receive compensation for services rendered.

ARTICLE IV. Standing Committees

Section 1 – Committees

There shall be the following committees, each of which shall be chaired by a Board Member.

1. Budget & Finance
2. Newsletter
3. Buildings & Grounds
4. Pool Operations
5. Long Range Planning
6. Special Events & Activities
7. Membership
8. Rentals
9. Swim Team

The President shall chair the Long Range Planning Committee.

Section 2 - Job Duties

The powers and duties of the said Committees shall be subject to approval by the Board.

The Budget and Finance Committee shall prepare an annual budget using the Treasurer's income and disbursement ledgers, with input from each Board member regarding anticipated revenues and expenses for their respective committees. The Committee shall submit, at the annual meeting of the Corporation, the proposed budget for the coming year, along with a report verified by the President and Treasurer or a majority of the Board, showing the amount of real and personal property owned by the

Corporation, the amount and nature of the property acquired during the preceding year, the manner of acquisition and the amount expended during the year.

The Buildings and Grounds Committee shall be responsible for the construction, renovation and maintenance of the Corporation's physical facilities, excluding pool and pool systems. The Committee shall oversee all expenditures relative to such facilities (except the pool and pool systems) and shall make recommendations to the Board as necessary.

The Long-Range Planning Committee shall be responsible for identifying the Corporation's long term goals by polling active members for input regarding long-term projects and activities. The Committee shall report results of such polls and make related recommendations to the Board.

The Membership Committee shall prepare and present, at the annual meeting of the Corporation, a report listing all persons who were members during such year. This report shall be filed with the Corporation's records, with an abstract entered into the minutes of the annual meeting. The Committee shall maintain an accurate and up-to-date roster of all members and shall advise the Secretary of all members eligible to vote. The Committee shall keep such records as necessary to ensure compliance with Article I of these Bylaws and shall present all eligible applications for membership to the Board for approval.

The Newsletter Committee shall be responsible for the preparation and distribution of seven (7) to eight (8) newsletters annually to active members of the Community Center. Each newsletter should include:

- A message from the President or Board of Directors
- An announcement of current Board of Directors
- Announcements of Special Events

The Pool Operations Committee shall be responsible for the operation of the pool and pool systems and for oversight of pool personnel, including the pool manager and lifeguards.

The Special Events and Activities Committee shall plan activities for children, teen and adult members of the Community Center. The committee shall oversee both fundraising and non-fundraising events.

The Rentals Committee shall be responsible for the coordination and oversight of all rentals of the Corporation's clubhouse and covered pavilion. The Committee shall ensure facilities are prepared for use and left in good order, communicate maintenance needs to the Building and Grounds Committee, and make reasonable efforts to ensure compliance with the rental agreement.

The Swim Team Committee shall be responsible for organizing the swim team. The Committee shall recommend fees to the Board, organize fundraising events to offset team expenses, and determine practice schedules.

Section 3 - Other Committees

The Board may, from time to time, appoint other committees with such powers and duties as necessary. Persons not members of the Board may be appointed to chair such committees.

ARTICLE VI. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of meetings and of its members, Board, and Committees having any of the authority of the Board; and shall keep at the registered or principal office a record giving the names of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII. Fiscal Year/Funds/Securities

Section 1 - Fiscal Year

The Fiscal Year of the Corporation shall begin on the first (1st) day of January and end on the thirty first (31st) day of December of each calendar year.

Section 2 – Funds Deposit/Withdrawal

Funds of the Corporation on deposit with any bank or trust company shall be subject to withdrawal on the signature of such person(s) as may be determined from time to time by resolution of the Board.

Section 3 - Securities Deposit/Withdrawal

Securities of the Corporation deposited in any safe deposit box or held by any custodian shall be subject to withdrawal by such person(s) as may be determined from time to time by the Board.

ARTICLE VIII. Waiver of Notice

Whenever any notice is required by these Bylaws or by applicable law, no such notice need be given to any person otherwise entitled to the notice who waives in writing receipt of such notice before or after the event of which such notice was required.

ARTICLE IX. Amendments to the Bylaws

Amendments to these Bylaws may be adopted by the affirmative vote of two-thirds of the Board members present in person at a duly held meeting of the Board. Such amendments shall be effective fifteen (15) days after adoption. Active members shall be notified of such amendments by the Secretary within ten (10) days after adoption by the Board. As provided by law, the amendments to the Bylaws made by the Board under the power hereby conferred may be altered or repealed by the majority vote of active members.

Article X. Employment

Section 1 – Hiring of Employees

Annually, the Board of Directors may hire a pool manager and any other positions the Board deems necessary for the upcoming pool season. Such positions may include, but are not limited to, lifeguards, a concession manager, concession and gate workers, swim team coaches, and similar roles. The responsibility of hiring each employee may be delegated to committees of the Corporation or to the pool manager, at the Board's discretion. Otherwise, the responsibility for approving the hiring of each pool employee shall remain with the Board. Each employee shall be offered a contract for the upcoming season, specifying the rate of pay, and job responsibilities, and expectations. A deadline for all contracts to be signed and returned shall be communicated to each prospective employee. If a contract is not signed and returned by the specified date, the Board shall assume the candidate is not interested in the position and the offer shall be rescinded.

Section 2 – Compensation

Annually, the Board of Directors shall set the rate of pay for each position the Corporation intends to hire as part of the development of the annual budget. Any adjustments to pay for any position during the season, after the initial setting of rates, must be approved by the Board prior to the adjustment taking effect. Such approval will follow the voting requirements described in Article III, Section 6.

Section 3 – Eligibility for Employment with the Corporation

Candidates shall be eligible for employment with the Corporation if the following requirements are met:

- A. The candidate meets the minimum requirements, as specified by the Board, to perform the duties of the specific position offered (e.g., current certifications, relevant experience, positive references, etc.).
- B. No two individuals related to one another may be employed in a management position and simultaneously hold any other position with the Corporation (including as a

Board member), as described in Article III, Section 1. "Related to one another," for purposes of employment eligibility, includes but is not limited to, brothers, sisters, parents, children, stepchildren, grandparents and grandchildren. The Board of Directors shall review any other relationship situations not specified above and shall determine if a candidate meets the requirement for employment.

C. If a candidate or employee in a management position is a member of a family that holds a current active membership in good standing with the Corporation, no other family member may simultaneously hold a voting position on the Board of Directors.

Section 4 – Termination of Employment

As the Board of Directors is responsible for hiring all employees, the decision to terminate any employee must come directly from the Board. If a performance issue arises that could result in termination, the Board shall call a special meeting to discuss the facts of the situation and vote on the appropriate action, up to and including termination. Such action shall follow the voting requirements as described in Article III, Section 6.