

## **The Ingomar Club Constitution and ByLaws**

updated 2015

### **Article I**

Name and Purpose

#### **Section 1**

The name of the organization shall be The Ingomar Club.

#### **Section 2**

The purpose of the organization shall be to secure and furnish its members and their guests private

neighborhood athletic and recreational facilities and equipment. The Ingomar Club does not discriminate on the basis of race, religion, color, sex, sexual orientation or disability.

### **Article II**

**Officers and Duties**

#### **Section 1**

Initially, the organization will be governed by a Board of Directors of the five persons who are named as incorporations and directors in the Charter Application and Grant. The Directors shall organize by naming a Chairman and ViceChairman. As soon as practicable after the grant of the Charter, the members shall meet and elect a Board of nine Directors, three of whom shall be elected for three years, three for two years and three for one year next following date of such election. Each year thereafter, at the annual Meeting of the organization, three Directors shall be elected for a term of three years, unless otherwise voted upon and extended by current board members.

#### **Section 2**

The complete corporate powers shall be executed by a majority of said Directors in a meeting duly

assembled. Casual vacancies in the Directors shall be filled by the remaining members.

### **Section 3**

The Board of Directors shall elect a President, VicePresident, Secretary, and Treasurer. One person may be both Secretary and Treasurer. The Treasurer may be a corporate banking institution, and neither the Secretary nor the Treasurer need be a Director nor a member of the organization.

### **Section 4**

President

The president shall be elected for a term of one year, or until his successor has been duly elected.

It shall be his duty to preside at all meetings of the organization and of the Board of Directors. He

shall, with the approval of the Board of Directors, appoint the Chairman and members of all special committees.

### **Section 5**

Vice President

The VicePresident shall be elected for a term of one year, or until his successor has been duly elected. He shall not succeed himself in office. In the absence of the President for any reason, he shall perform the duties of the President; also any special duties assigned to him by the President.

### **Section 6**

Secretary

The Secretary shall be elected for a term of one year or until his successor has been elected. It shall be his duty to keep the minutes and the rolls of the organization including the minutes of the

Board of Directors, send out notices of all meetings of the organization and the Board of Directors,

and carry on all correspondence.

### **Section 7**

Treasurer

The Treasurer shall be elected for a term of one year or until his successor has been elected. It shall be his duty to keep a record of all financial transactions, receipts and disbursements, to collect dues and other assessments, and to make payment, therefrom, of all duly approved expenses.

## **Section 8**

The Board of Directors may appoint such other officers, assistant officers and agents as they deem necessary or desirable and shall determine matters of compensation.

## **Article III**

### **Annual Meeting**

#### **Section 1**

The Annual Meeting of the organization shall be held the week prior to the last week the club will

be open, at the club on a day selected by the Board of Directors. Not less than five days' written notice of such meeting shall be given to each membership.

#### **Section 2**

In addition to any other business which may properly come before the Annual Meeting, there shall

be elected three Directors, who shall serve as such for a term of three years commencing at the time of their election.

## **Article IV**

### **Special Committees**

#### **Section 1**

The organization shall have such special committees as the president may see fit to appoint from time to time, with the approval of the Board of Directors. Such committees shall serve until

relieved by the president, or until the end of his membership of the Board of Directors.

## **Article V**

### **Fiscal Year**

#### **Section 1**

The fiscal year of the organization shall be the calendar year.

## **Article VI**

### **Membership and Dues**

#### **Section 1**

There shall be no more than 160 at board discretion. Each regular membership in good standing has one equal vote and other rights and interest.

#### **Section 2**

A regular membership shall consist of a person or persons of an immediate family of a single place of residence. The regular members shall be bond holders (paying bond of \$700 upon membership acceptance) and shall be voting members of the club.

A senior member shall be a prior bond holder (bond is returned) or new single member person or couple. Senior members must be over 55 years of age (one member of a couple) and have no children as part of their membership. Senior members are entitled guests but are not voting members of the club as they hold no bond.

A student member shall be a single student ages 12 to 21. Student members are not bond holders and thus not voting members of the club. Student members are allowed guests.

#### **Section 3**

Meetings of members of the organization may be held within the Commonwealth either at the registered office of the corporation or at any other place the Board of directors may determine to be desirable.

#### **Section 4**

A membership in good standing in this organization shall be one for which all dues and assessments are fully paid when due and payable.

### **Section 5**

Any person or family to whom such an opportunity is offered will be required immediately to pay the amount of the then prevailing membership fee plus the dues and assessments levied for that calendar year (subject to Section 8, below) and a transfer fee. Any such person or family electing not to join the organization when such an opportunity is offered will be placed at the end of the waiting list.

### **Section 6**

Memberships in the organization shall not be transferable except to the organization and except in

accordance with the provisions of this Section and other pertinent provisions of these ByLaws.

The withdrawal, resignation or death of a member (the failure of a member to pay any charges or assessments within thirty days after due date may be declared by the Board of directors to be a withdrawal unless earlier satisfactory arrangements have been made with the Board for the payment of delinquent charges and assessments) shall create a vacancy in the membership and the

member's certificate of membership shall become the property of the Club. The Board of directors

shall determine the fair market value of the membership certificate and, within one year, either sell

or retain the certificate at its fair market value and, after deducting from such value the amount of

all obligations of the former membership, pay the excess, if any over to the former member or his

lawful representative. The withdrawal, resignation or death of a member shall not relieve such member from any obligation which he had as a member but (after an acceptance in the case of a

resignation) shall relieve such member of future obligations.

### **Section 7**

Annual dues and assessments for membership in the organization shall be fixed by the Board of Directors for the period ending December 31. All dues and assessments shall be due and payable at such times as the Board of directors shall establish. There shall be no abatement or apportionment of annual dues and assessments except as noted in the following Section of this Article.

### **Section 8**

Dues and assessments for new members admitted to the organization after the close of the swimming season and prior to January 1 shall be considered as paid not only for said designated period but also for the entire subsequent fiscal year. Where a membership bond is transferred pursuant to Section 5 and 6 above before or during the swimming season, the Treasurer shall apportion the dues to be collected from the new membership and shall remit such apportioned dues to the retiring membership if such membership was current with regard to dues payable for the year during which the transfer occurred.

### **Section 9**

The Board of directors, or the Pool Manager, subject to the approval of the Board of Directors, shall have the authority to impose any one or more of the following sanctions at any time for the violation of the duly established Pool Rules or other rules and regulations of the organization, or for the nonpayment of duly payable dues, assessments or guest fees as and when payable, or for any other conduct which they may deem to be prejudicial to the good reputation and general welfare of the organization

a) Fines of up to \$25 for each violation

b) Suspension of the swimming privileges of any person for periods of up to 30 days

for each violation, or during the continuance of any nonpayment

c) Expulsion of any person or family from membership in the organization for any gross violation.

## **Article VII**

### **Nominations and Elections**

#### **Section 1**

Before the Annual Meeting, the Board of Directors shall appoint a nominating committee which shall propose nominations for the Board of Directors. Additional nominations may be made by any membership from the floor. A majority vote of the membership present at any Annual Meeting at which a quorum has been present shall elect Directors.

#### **Section 2**

Only membership in good standing are eligible to vote. A membership maybe voted in person or by written proxy.

## **Article VIII**

### **Policies and Procedures**

#### **Section 1**

The Directors shall determine policies, procedures, rules, regulations and official pronouncements

of the organization. Members desiring to introduce resolutions bearing upon such matters will first

submit the same in writing to the Board of Directors for approval by that body.

#### **Section 2**

Robert's Rules of Order shall govern all meetings, either of the organization or of the Board of directors, though it be the intention that meetings be a informal as proper decorum permits.

## **Article IX**

### **Pool Manager**

#### **Section 1**

The Board of Directors may, at its discretion, retain a Pool Manager under as appropriate contract

each year, to provide or the management of the facilities of the organization, for the provision of lifeguard services and swim team supervision and swimming lessons, and for the furnishing of all other supplies and services which may be necessary or appropriate to the daily operation of the organization and its facilities.

## **Article X**

### **Amendments**

#### **Section 1**

This Constitution and ByLaws may be amended, or substituted for in entirety, at any Annual or special meeting provided two weeks written notice of the proposed changes has been furnished to

the membership in advance of the meeting. To be adopted, proposed amendments must receive the

affirmative vote of the lesser of a majority of all memberships in good standing or twothirds of such memberships present or represented.

#### **Section 2**

The Board of Directors must accept mail ballots or proxies to establish presence and the membership vote on amendments as required above.

#### **Section 3**

At least 10% of all operating revenues shall be allocated each year to a “Capital Reserve Fund to be used ONLY for major expenditures of at least \$1000 per item as approved by a majority vote of

the Board of Directors.