

BY-LAWS
OF
HILL FARM SWIM CLUB, INC.

ARTICLE I

Name and Objective

Section 1. Name.

The name of the corporation shall be Hill Farm Swim Club, Inc.

Section 2. Objectives.

The purpose for which this corporation is formed is to construct, own and operate a swimming pool on a not for profit basis.

ARTICLE II

Meetings of Members

Section 1. Place of Meetings.

All meetings of the members shall be held in the City of Madison, Dane County, Wisconsin, at a place designated by the board of directors.

Section 2. Annual Meetings.

The annual meeting of the members shall be held no later than November, unless the board of directors shall designate another day and time therefore, and it shall be the duty of the Secretary to give notice of such meeting to each member personally or by the mail not less than 10 or more than 50 days before the date of the meeting. The notice shall state the time and place of the meeting and be addressed to each member at his or her address as it appears in the records of the corporation. Notice of the annual meeting shall include the names of the candidates nominated by the nominating committee.

Section 3. Special Meetings.

Special meetings of the members may be called by the President, the board of directors, or by members having one-twentieth of the votes entitled to be cast at the meeting. The Secretary shall give notice of the meeting in the manner prescribed in the preceding section, except that the notice shall, in addition, specify the purpose or purposes for which the meeting is called.

Section 4. Proxies and Voting

The owner of a certificate of membership is entitled to one vote. Voting may be by proxy executed in writing. A majority of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum is present are necessary for the adoption of any matter voted upon by the members.

Section 5. Quorum.

Members holding one-tenth of the votes entitled to be cast, present or represented by proxy, constitutes a quorum at a meeting of members.

Section 6. Conduct of Meetings

The President, or in his or her absence the Vice-President, shall preside at meetings of the members, and the Secretary shall act as the Secretary thereof. If such officers are not present, their functions may be performed by any of the members present, as chosen by those in attendance.

ARTICLE III

Board of Directors

Section 1. Powers and Duties

The board of directors has the general supervision, management and control of the affairs and business of the corporation.

The board of directors has the power to authorize the borrowing of money for corporate purposes and the execution in the corporate name of evidences of indebtedness, but only after authorization by a meeting of the members.

The board of directors has the exclusive power and right to accept or reject all applications for membership in the corporation.

The board of directors has the power and right to create, define, and modify the Board of Director Roles as needed by the corporation.

The board of directors shall designate the accounts in which the funds of the corporation are deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the corporation on are executed.

The board of directors shall require the books of the corporation to be reviewed annually by a committee of board and non-board members. The report of the committee shall be available to the members upon its completion.

Section 2. Election- Terms, and Number

The number of the members of the board of directors is (9). Directors shall be members. Three directors are elected annually by the members at their annual meeting and they shall hold office for three years or until their successors are elected.

Section 3. Resignation. Removal and Vacancies.

A director may resign at any time by submitting a written resignation with the Secretary. Unless a later date is fixed by its terms the resignation is effective upon the filing thereof.

By an affirmative vote of a majority of the votes entitled to be cast, the members may, at any special meeting called for that purpose, remove any or all the directors.

By an affirmative vote of a majority of the members of the board of directors, the board may remove any director absent from three successive regularly scheduled meetings.

Whenever a vacancy occurs in the board of directors for any cause, it shall be filled by election of the board. That director shall hold office until the next annual meeting of the members or until his or her successor is elected.

Any member of the board of directors who ceases to be a member of the corporation is automatically removed from the board of directors.

Section 4. Meetings of the Board.

The annual meeting of the board of directors is held immediately after the annual meeting of the members, at the place of the member's meeting. No notice of that meeting is required.

Regular meeting of the board of directors are held monthly during the months of January, February, March, April, May, August and September. Special meetings may be called by the President or upon request of any three directors. The Secretary shall give all directors at least three days notice of regular or special meetings either personally, in writing or by telephone.

At any meeting of the board, a majority of the directors constitutes a quorum for the transaction of business. Less than a majority may adjourn the meeting from time to time until a quorum is present. The act of the majority of the directors present at a meeting at which a quorum is present is an act of the board of directors.

Section 5. Organization of Meetings and order of Business

The President, and in his or her absence the Vice-President, shall preside at meetings of the board of directors and the Secretary shall act as Secretary thereof. In the absence of either of those officers, their functions may be performed by any member of the board selected by those present. The regular order of business is 1) call of the roll; 2) reading of minutes of previous meeting; 3) report of officers and committees; 4) unfinished business; 5) new business; 6) establish date of next board meeting and 7) adjournment.

Section 6. Interested Directors.

Individual or personal interest of any director in any matter that comes before the board of directors does not disqualify him or her from voting, or from being among the number requisite for a quorum at that meeting.

ARTICLE IV

Officers

Section 1. Officers and Election.

The officers of the corporation consists of a President, Vice-President, Secretary and Treasurer who are elected annually at the annual meeting of the board of directors from the members of the board. Each of those officers hold office for the term of one (1) year or until his or her successor is elected.

Section 2. Office of the President.

The president is the chief executive officer of the corporation, charged with its general supervision and management, but subject to the control of the board of directors. He or she shall have such other duties as may from time to time be prescribed or delegated to him or her by the board of directors. The president shall appoint, subject to confirmation by the board of directors, all standing committee members, designating the chairperson thereof, and all special committee members as may be directed. The president is an ex-officio member of all committees.

Section 3. Office of the Vice-President.

The Vice-President shall discharge the duties of the President in his or her absence or disability, and, in addition, may have any other duties as are from time to time be prescribed or delegated to him or her by the board of directors.

Section 4. Office of the Secretary.

The Secretary shall keep a complete and permanent record of all meetings of the members and of the board of directors. He or she shall, in addition, have general charge of the books and records of the corporation; shall attend to the giving of notices of meetings of the members and of the board of directors; and shall, in addition, perform all other duties as may from time to time be prescribed or delegated to him or her by the board of directors.

Section 5. Office of the Treasurer.

The Treasurer shall be the fiscal and disbursing agent of the corporation. He or she shall keep and account for all moneys, credits and property; shall make and endorse checks and evidences of indebtedness; shall deposit funds coming to his or her possession from the directors; and shall, in addition, perform any other duties as may from time to time be prescribed or delegated to him or her by the board of directors. He or she shall have a bond executed in an amount prescribed by the board of directors.

Bills and statements for fees and other incurred charges will be paid on or before the due date for each bill.

Section 6. Absence or Disability.

In the case of the absence or disability of any officer of the corporation, the board of directors may delegate his duties to one of the other officers, or to a member of the board of directors, until the return or recovery of the absent or disabled officer.

Section 7. Vacancies.

Whenever a vacancy occurs among the officers from resignation, removal, disability or death, the board of directors may elect a successor to hold office until the next annual meeting of the board of directors or until his or her successor is elected. The duties of any officer may be delegated to one of the other officers by resolution of the board of directors until a successor is elected.

Section 8. Compensation.

No salary or other compensation shall be paid to any officer or director of the corporation for services performed as an officer or director.

Amendment to Article IV. Section 8 of By-Laws

In recognition of the substantial amount of time and effort required by the Treasurer and Membership Secretary Board positions, the Board of Directors may waive the annual membership dues obligation for either or both positions. The Board may change its decision on whether to grant a waiver from year to year.

ARTICLE V

Memberships

Section 1. Type and Number.

There is only one class of members, but within the class there are two levels of memberships: Family Members and Adult Members. Adult members can consist of Individual Adults or Adult Couples. Each type of membership has its own designated dues. The number of memberships shall not exceed 420, consisting of not more than 345 Family members and not more than **75** Adult Memberships.

Upon establishment of annual membership dues and surcharges, and notice thereof to a member, the dues and surcharges shall be due and owing. Any sums owed by a member to the corporation including any unpaid annual dues or surcharges, may be set-off by the corporation against any sums, including payment of initial membership fees owed the corporation by the member(s) upon termination or withdrawal from membership.

Section 2. Qualifications for Membership.

A member is a natural person who holds a certificate of membership in the corporation. The certificate of membership shall be acquired by having all of the following occur:

1. Making written application for membership in the corporation in the form prescribed by the board of directors.
2. Paying to the corporation the initial stock fee of \$700.00.
3. Acceptance of the applicant for membership by the board of directors or by a person or committee designated by the board of directors.
4. Issuance of the certificate of membership.

Upon request of an applicant for membership, the membership may be held by the applicant and his spouse as joint tenants and in such event both the husband and wife are members, but they are entitled to only one vote in a meeting of the members.

Section 3. Transfer of Memberships.

No member may transfer a membership between April 5 and September 15. Any transfer of membership request submitted after April 5th will be individually reviewed by the Board of Directors to determine if the sale will be allowed.

No transfer of a membership in the corporation is valid until 30 days after the Membership Chair of the corporation has received written notice of a proposed transfer, including the name and address of the prospective transferee. During those 30 days the corporation has the option of purchasing the membership for a sum equal to the initial membership fee. After the expiration of the 30 days, or sooner upon board acknowledgement if the corporation has not exercised its option to purchase, the membership may be transferred to the prospective transferee named in the notice, and upon transfer the transferee is a member of the corporation. Waiver of these restrictions, or failure by the corporation to exercise the option under this section with respect to the transfer of any membership, shall not operate to waive or avoid these restrictions as to any other transfer of any memberships in the corporation, to sales or transfers by purchase, gift, bequest, operation of law or otherwise, and whether in the hands of original or subsequent holders.

Section 4. Membership Privileges.

The swimming pool facilities are not open to the public, and are afforded only as provided in these by-laws.

A family member of the corporation, his or her spouse, and his or her unmarried and dependent children still living at home or wards of the member may use the swimming pool, upon the family member's payment of the annual membership dues. The family member shall submit a list of the names and ages of the family member's dependent children and wards yearly to the Hill Farm Swim Club Office.

Other full-time or part-time residents of a family member's household may use the swimming pool, but only upon application to and approval by the board of directors or a person or committee designated by the board of directors, and then upon such terms and conditions as are established by the board of directors.

All members may use the swimming pool upon payment of his or her annual membership dues. No use of the pool or its programs is allowed until annual dues are paid.

Any member, for just cause and after having been given an opportunity for a hearing, may be suspended for a period not to exceed three months by a 2/3 vote of the members of the board of directors present at any meeting thereof; or have their membership terminated by a 3/4 vote of the entire membership of the board of directors. Cause for suspension or termination may consist of violation of these by-laws, the rules of the corporation or of conduct unbecoming to any pool member. Upon termination of a member who has paid his or her entire initial stock fee, the fee shall be refunded in full to the terminated member within 60 days after the termination.

Upon failure of a member to pay the balance owing of his or her initial membership fee within the agreed time, or such reasonable extension as may be granted by the board of directors, the board may order the terminated member and any deposit paid forfeited to the corporation.

No annual dues, nor part thereof, shall be refunded in the event that pool operations are suspended for any period, nor in the event that any member is suspended or expelled.

The *following* rules and regulations are applicable to all members:

1. The board of directors may delegate to the chairperson of a committee, or to a responsible employee of the corporation, the power to suspend privileges for violations of rules and regulations, provided that the suspension does not exceed 7 days. A written report of the suspension containing the reasons therefore shall be submitted to the President within 24 hours.
2. The board of directors shall fix the terms and conditions upon which guests of members may use the swimming pool.
3. The board of directors may invite any person to be a guest of the corporation.
4. Any property of the corporation broken or damaged by a member or by his or her guest shall be promptly paid for by the member with reasonable wear and tear excepted. No person may remove any of the corporation property from the premises, except for equipment, such as bleachers, used in swim meets at other swimming pools in the Madison environs in which the Hill Farm Swim Club swim team competes unless authorized by the Pool Director or Board of Directors.
5. The corporation assumes no responsibility and members or their guests have no claim against the corporation for the property of members or any guest which is brought into or left on the corporation premises.
6. No intoxicating beverages may be served or permitted to be consumed on any premises under the control of the corporation, nor shall any person under the influence of intoxicants or drugs be admitted on the corporation premises.
7. No dining facilities, other than facilities for light refreshment utilized during swimming/diving meets, special events scheduled by the pool, or picnics/parties hosted by members(with food limited to the picnic area), may be provided on the corporation premises.
8. The corporation assumes no responsibility for any accident or injury to any person or his or her property and members or their guests can have no claim against the corporation for such accident or injury.
9. The corporation premises may not be utilized after evening pool closings or before morning openings unless authorized by the Board of Directors
- 10, To preserve membership privileges and liability coverage, only programs sponsored or offered directly by the corporation are allowed. Individual employees are not allowed to offer any services for additional compensation unless the services are directly contracted through the corporation and the employee is paid by the corporation for the services provided.

The board of directors may prescribe such further rules regarding members and memberships, including the imposition of fines and penalties and shall post those rules in a conspicuous space in the corporation premises.

Further, the board of directors from year to year, for special events, may waive all or parts of the provisions set forth in the rules and regulations as listed in Article V Section 4 rules 6, 7, and 9 of our by-laws. Any waiver, as set forth in this section, by the board of directors shall be reflected in the minutes of the meeting of the board where these waivers are approved.

Section 5. Annual Membership Dues.

The board of directors shall establish membership dues for the year, and describe the date on or before which the dues shall be paid. The annual dues for an adult individual member shall be one-half of the regular membership dues rounded upward to the nearest \$5.00 and shall be paid as prescribed by the board of directors. The annual dues for an adult couple membership shall be three-fourths of the regular membership dues rounded upward to the nearest \$5.00 and shall be paid as prescribed by the board of directors.

Annual dues shall be sufficient to provide for all expenses of operating the corporation for the year. The board of directors may establish a surcharge for any year, if they determine that a surcharge is necessary. The board of directors shall set the time by which the surcharge shall be paid. A surcharge may not exceed 25% of the annual dues for such year.

Failure to pay dues when prescribed by the board of directors or any surcharge thereon shall be grounds for termination by action of the board of directors.

All dues and surcharges are exclusive of taxes, if any, imposed by any governmental agency.

Upon establishment of annual membership dues and surcharges and notice of those amounts to a member, the dues and surcharges are due and payable. Any sum owned by a member to the corporation including any unpaid annual dues or surcharges may be set-off by the corporation against any sum including payment owed by the corporation to such member upon termination or withdrawal from membership.

Section 6. Adult Member Dues (Individual or Couple).

1. The board of directors may designate one adult person over the age of 18 (Individual), or one couple over the age of 18 as (Couple) as adult member(s), authorized to use the pool. No other persons in the adult member's family may thereafter use the pool except as a guest under subsection
2. An adult member, individual or couple, shall not be allowed to purchase season passes for any other person.
3. Adult members, individual or couple, may bring guests to the pool by paying the guest fee.
4. Adult members, individual or couple, are eligible for any adult instruction or other adult programs of the pool.

5. An adult membership, individual or couple, is renewable annually; however a member, may, at the discretion of the board of directors, be permitted to put their adult membership on inactive status for one season and renew that membership the following season.

ARTICLE VI

Committees

Nominating Committee.

The nominating committee consists of 4 members, 2 of whom are elected at the annual meeting of the members and the other 2 elected by the board of directors from among the directors whose terms of office do not expire at the next annual meeting. A vacancy occurring among the two members chosen by the members shall be filled by the remaining members or member so chosen. A vacancy occurring among the two members chosen by the directors shall be filled by the board of directors.

Standing Committees.

The standing committees are:

1. Building and Grounds.
2. Social, Publicity, Grievance.
3. Budget.
4. Membership.
5. Nominating.
6. Personnel.

Additional committees may be established by the board of directors.

The standing committees shall advise the board of directors. The board of directors may delegate executive authority to such committees, but the board of directors is responsible for the management and affairs of the corporation. The duties and responsibilities of the standing committees are as follows together with those duties and responsibilities delegated by the board of directors:

1. Building and Ground-:
 - a. The operation of the pool and grounds.
 - b. The repair and maintenance of the pool, buildings, operating equipment and grounds.
 - c. Rules of health and good conduct in connection with operation of the pool.
2. Social, Publicity, Grievance:

- a. Prepare the program of instruction and entertainment.
 - b. Attend to the publication of reports of meetings and affairs of the corporation.
 - c. Encourage children of members to use the swimming pool facilities and participate in the program of instruction.
 - d. Consider all grievances brought to its attention and report its findings and recommendations to the board of directors.
3. Budget Committee:
- a. Prepare the annual budget for submission to and- approval by the board of directors.
 - b. Make recommendations concerning the financial transactions of the corporation.
 - c. Recommend to the board of directors and members proposed amendments or changes in the by-laws.
4. Membership Committee:
- a. Solicit, receive and recommend approval or disapproval of applications for membership.
 - b. Deliver all applications to the board of directors with the committee's recommendation.
5. Nominating Committee:
- a. Nominate at least three candidates for the vacancies on the board of directors to be filled at the annual meeting.
 - b. Report the nomination to the Secretary on or before September 1st of each year.
6. Personnel Committee:
- a. Recommend to the board candidates for pool director when an opening occurs.
 - b. Set the pay scale of the pool director, administrative staffing and pool staffing.
 - c. Listen to the advise of the pool director regarding matters directly relating to this committees responsibilities.

ARTICLE VII

Amendments

By a two-thirds vote of the members present and voting and proxies, bylaws may be enacted, amended or repealed at the annual meeting of members or at any special meeting of members called for that purpose. Any amendments to the by-laws must be incorporated under the appropriate Article and Section.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation begins January 1, and ends December 31.

ARTICLE IX

Miscellaneous

Section 1. Indemnification.

Each person who acts as a director or officer of the corporation is indemnified by the corporation against expenses actually incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of his or her being or having been a director or officer of the corporation, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the corporation in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his or her duties.

Section 2. Informal Action.

Any action required or permitted by the articles of incorporation or bylaws or any provision of law taken by the board of directors or the members at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors or members, as the case may be, entitled to vote with respect to the subject matter of the vote.

Section 3. Waiver of Notice.

Whenever any notice is required by law or under the provisions of the articles of incorporation or by-laws of the corporation, a waiver of that notice in writing signed by the person or persons entitled to that notice, is deemed equivalent to the giving of notice.

Section 4. Dissolution.

In the event of dissolution of the corporation the assets of the corporation shall be applied as follows:

First, to the payment or provision for all debts and liabilities of the corporation.

Second, any remaining assets shall be paid pro rata, to holders of memberships, but only to the extent the initial membership fees were used for capital purposes. In no event may this payment exceed the amount paid as initial membership fees. It is intended that only amounts contributed for capital purposes be returned to the members and the earnings of the corporation or amounts contributed thereto for operating purposes are not returned.

Third, any remaining assets shall be paid to another non-profit corporation organized for public, charitable, recreation or educational purpose, as decided by the members.

Section 5. Non Profit Status.

The corporation operates on a not for profit basis. No part of the net earnings of the corporation shall inure to the benefit of any member or individual. It is intended that the corporation qualify for the exemptions from federal income and excise taxes provided in Sections 501(C)(7) and 4243 (C), Internal Revenue Code of 1954, and for exemption from Wisconsin income taxes pursuant to Section 71.02(3)(a), Statutes, and accordingly any ambiguity in these by-laws shall be construed to conform to the requirements of such sections.

By-Laws updated November 19, 2007.

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