

**BYLAWS OF  
SEAFORD COMMUNITY SWIM CENTER, INC.,**  
a Delaware non-profit corporation

**Adopted May 18, 2011  
Revised September 28, 2011  
Revised October 16, 2013  
Revised October 21, 2014  
Revised April 5, 2017  
Revised November 28, 2018**

**ARTICLE I: MEMBERSHIP**

**Section 1.1- Membership**

1. There shall be four (4) classes of membership: Members, Associate Members, Swim Team Members and Special Members. The Members of the Center shall be persons who are enrolled in the membership roll by the Treasurer under the authority of the Board of Directors. Associate members shall be minors in the family of a Member. A minor is a child in a Member family who has not reached the age of 18 by May 15 of the swimming year. Special Membership may be available by arrangement with the Board of Directors.
2. Swim Team Membership shall be minors joining Swim Team only and will not be entitled to other pool membership privileges. Swim Team Members will have access to the Center during swim practice only and special events held by the Gator Swim Team.
3. Membership shall continue until terminated by death, or resignation, but may be terminated at any time, for or without cause and with or without notice, by action of a majority of the Board of Directors.
4. A Guest is anyone that attends the pool that is not a Member, Associate Member, or Special Member. A guest fee will be charged for all Guests.
5. Employees of the Center who on average work twenty (20) or more hours per week shall receive a complimentary pool membership.

**Section 1.2 –Membership fees**

1. The Board of Directors shall establish the membership fees for all members on an annual basis. The Board shall have discretion to offer varied fees and incentives

for joining the Center. The Board also shall establish the rights and privileges of the members.

2. Membership fees may be paid at anytime and membership takes effect the day of payment in full. No membership fee will be required for a Member's children who are under 2 years of age on May 15 of the swimming year.
3. Members may pay an "Out of Town Guest" fee for guests visiting the area for an extended period of time by arrangement of the Board of Directors. Members must provide each guest's name, address and phone number.

### Section 1.3 – Guests

Members and associate members shall register the name, address and phone number of all guests before using Center facilities and pay the applicable guest fee. Violation of the restrictions of this paragraph shall automatically cause suspension of all Center privileges of the family of the offending member or associate member. Continued infractions or use of the pool during suspension shall be cause for termination of membership. The Board of Directors must approve each suspension or termination.

## **ARTICLE II: MEETINGS OF MEMBERS**

### Section 2.1 - Annual Meeting

An Annual Meeting of members shall be held in October, in Seaford, Delaware, at such place the Board of Directors shall designate, for the purpose of electing Directors and recommending policies to the Board, or for amending Bylaws.

### Section 2.2 - Special Meetings

The President or Vice President may call special meetings of the members when so directed by a majority of the Board of Directors, or when requested in writing by ten voting members, for the purpose of recommending policies to the Board, or amending the Bylaws.

### Section 2.3 - Notice of Meetings

Written notice of every special meeting of members and the place of such meeting shall be served upon, mailed or emailed to each member at such address as appears on the membership roll of the Center, at least ten (10) days before such meeting.

### Section 2.4 – Voting

The Annual Meeting shall be open to all members and other interested persons. Only members and parents/guardians of swim team members shall be entitled to vote and each

membership represented is entitled to one vote. The vote of a majority present shall decide any question brought before such meeting, unless the question is one upon which by express provision in the laws of the State of Delaware, or the Certificate of Incorporation, or the Bylaws, a different vote is required. In which case, such express provision shall govern and control the decision of such question.

### **ARTICLE III: DIRECTORS**

#### **Section 3.1 - Powers and Qualifications**

The Board of Directors, who shall be members or parents/guardians of swim team members of the Center, shall manage the business and affairs of the Center.

#### **Section 3.2 - Number and Term of Office**

The number of directors of the Center shall be a minimum of seven (7) and a maximum of ten (10.) Directors will serve a three year term.

#### **Section 3.3 – Vacancies**

Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the remaining directors, though less than a quorum, and each person so elected shall hold office for the unexpired term in respect to which such a vacancy occurred.

#### **Section 3.4 – Meetings**

An open Annual Meeting of the Board of Directors of the Center shall be held in October of each year, immediately following the adjournment of the Annual Meeting of the members of the organization, for the purpose of electing Officers. Special meetings of the Board of Directors may be called at any time by the President or by any two directors. Notice of every special meeting shall be given personally or sent by mail or email to each director, addressed to him/her at the address as it appears on the books or records of the Center, before the day on which the meeting is to be held. For purposes of preparing meeting agendas, meetings of the Board of Directors shall be closed unless an invitation to attend is granted prior to the meeting. Any interested person may request an invitation to attend by contacting the President.

#### **Section 3.5 - Place of Meetings**

Any meeting of the Board of Directors shall be held at the place designated in the notice or waiver of notice of the meeting.

### Section 3.6 – Quorum

Five (5) directors present at a properly noticed meeting shall constitute a quorum of the Board of Directors. The acts of a majority of the directors present at the meeting at which a quorum is present shall be the acts of the Board of Directors.

### Section 3.7 – Email Voting

In the interval between meetings, the President may, if he or she deems it necessary, present an issue to the Board of Directors via electronic mail an issue to be voted on by the Directors. Upon receiving reply emails constituting affirmative votes by a majority of the Board of Directors, the President may proceed with the matter to be determined. Said emails shall be sent to the last known email address of each Director. The Secretary shall be copied on all such emails and shall include them in the minute books of the organization. The President shall implement such email voting procedure sparingly and only when the matter cannot wait until the next regularly scheduled meeting of the Board of Directors.

### Section 3.8 – Interested Directors

Any director who is personally interested in a matter to be discussed or voted upon by the Board of Directors shall promptly disclose such personal interest and shall leave the room during said discussion and vote.

### Section 3.9 – Removal

Any Director may be removed at any time with or without cause and with at least thirty (30) days prior written notice, by a two-thirds (2/3) vote of the entire Board of Directors excluding the Director to be removed. Missing four (4) consecutive meetings of the Board of Directors shall constitute cause for removal.

## **ARTICLE IV: COMMITTEES OF DIRECTORS**

### Section 4.1 - Executive Committee

The President, Vice President, Secretary, Treasurer and one (1) other at large Director shall constitute an Executive Committee. The at large Director shall be appointed annually by the Board of Directors. The Executive Committee, in the interval between the meetings of the Board of Directors, shall have and exercise the powers of the Board of Directors in the management of the business and the affairs of the Center, except the Executive Committee shall have no power to act under Article VIII of these Bylaws. The majority of the members of such committee shall constitute a quorum thereof. The Executive Committee shall act sparingly and only when time is of the essence such that a decision of the entire Board of Directors can not be obtained on a timely basis. The

Executive Committee shall promptly report all of its actions to the entire Board.

#### Section 4.2 - Minutes and Reports of Executive Committee

The Executive Committee shall keep minutes of its proceedings and report the same to the Board of Directors at each meeting thereof.

#### Section 4.3 - Other Committees

The Board of Directors may, by resolution or resolutions designate one or more additional committees, each committee to consist of two or more directors, which to the extent provided in the resolution or resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and the affairs of the Center.

### **ARTICLE V: NOTICES**

#### Section 5.1 - Written Waiver of Notice

Whenever any notice is required to be given under the provisions of the laws of the State of Delaware or of the Certificate of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

#### Section 5.2 - Waiver of Attendance

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting except where the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called nor convened.

### **ARTICLE VI: OFFICERS AND AGENTS**

#### Section 6.1 - Officers Elected by Directors

There shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer of the organization, all of whom shall be elected by the Board of Directors at its annual meeting for a term of one (1) year until their successors shall have been duly elected and qualified, except that the Board of Directors at its first meeting shall elect officers to serve until their respective successors are elected at the first annual meeting of the Board of Directors and have qualified. Any officer may be removed at any time with or without cause and with or without notice, by a vote of a majority of the Board of Directors. The Board of Directors at any meeting may fill a vacancy in any office by reason of death, resignation, removal, or any other cause. Only the President must be a director. No

person may hold more than one office.

#### Section 6.2 - Additional Officers

The Board of Directors at any meeting may by resolution appoint such additional officers, and such agents and employees, as it may deem advisable. All such additional officers, agents, and employees shall hold office at the pleasure of the Board of Directors.

#### Section 6.3 – President

The President shall exercise general supervision over the business of the organization, subject, however, to the control of the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors, and in general shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to the President by the Board of Directors. The President shall be a signer on the corporation bank account(s).

#### Section 6.4 - Vice President

The Vice President shall perform such duties as are assigned to him or her from time to time by the Board of Directors or the President. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President, and when so acting shall have all powers of and be subject to all restrictions upon, the President.

#### Section 6.5 – Secretary

The Secretary shall keep the minute books of the Center, record the minutes of all the meetings of the members and of the Board of Directors, record all votes taken via electronic mail, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

#### Section 6.6 –Treasurer

The Treasurer shall have custody of all property of the Center, and on a monthly basis and otherwise from time to time, as requested by the Board of Directors or the President, shall render reports to the Board of Directors, the Executive Committee, or the President. Said monthly reports shall include a year-to-date Profit & Loss Statement, a copy of the checking account register showing all deposits and disbursements, a copy of the monthly bank statement showing all checks written on the account and a year-to-date comparison to the annual Budget of the Center. In general, the Treasurer shall perform all duties incident to the Office of Treasurer, and such other duties as from time to time may be assigned to him/her by the Board of Directors, or the President. The Treasurer shall submit a proposed Budget to the Board of Directors in January of each year. The

Treasurer shall also be responsible to oversee the preparation and filing of all tax returns for the organization on a timely basis. The Fiscal Year for the Center shall be April 1 to March 31. The Treasurer shall be a signer on the corporation bank account(s).

#### Section 6.7 - Compensation

The officers shall receive no compensation. Any additional agents or employees appointed by the Board of Directors shall receive compensation, if any, as may be fixed by the Board of Directors.

### **ARTICLE VII: EXECUTION OF INSTRUMENTS**

#### Section 7.1 - Manner of Execution

All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such officers, agents, or employees of the Center, and in such manner as from time to time may be determined by the Board of Directors.

### **ARTICLE VIII: BYLAWS**

#### Section 8.1 - Manner of Changing Bylaws

All Bylaws of the Center shall be subject to alteration, amendment or repeal, and new Bylaws may be made, either (a) by the affirmative vote of two-thirds of the entire voting membership of the organization, or (b) by the affirmative vote of two-thirds of the whole Board of Directors at any meeting of the Board of Directors.

### **ARTICLE IX: RULES AND REGULATIONS**

The following rules and regulations are for the protection and benefit of all Members. This list is not intended to be exhaustive. Other rules and regulations as shall be posted at the pool and as shall be amended from time to time shall apply to all Members at all times. Any failure to comply with all rules and regulations shall be considered sufficient cause for immediate suspension of pool privileges for the offending Member(s) and can be considered cause for cancellation of membership.

#### Section 9.1 - Pool Hours

1. The Board of Directors will determine the pool hours.
2. Monday through Saturday, time may be reserved for senior lap swim, swim team practice and swimming lessons. The Board will determine the times.

3. The Pool Manager and/or Guards will be in attendance at all times during the swimming hours.

#### Section 9.2 - Member's Responsibility

1. All persons using the pool do so at their own risk. The organization will not be responsible for any accident or injury in connection with such use.
2. The cost of any property damage will be charged to the responsible member.
3. No abusive language.
4. Members shall drive slowly and carefully on driveway and parking areas.
5. Persons under the influence of intoxicants will be denied entrance to the Center.
6. The Center will not be responsible for loss or damage to personal property.
7. No overt familiarity.

#### Section 9.3 - Health and Safety

1. All children under the age of 12 years must be directly under the supervision of a parent/guardian at all times regardless of swimming ability.
2. The wading pool is restricted to children under the age of 7 years. All children using the wading pool must be directly under the supervision of an adult at all times regardless of swimming ability.
3. Children over 12 years of age and who have demonstrated their ability to swim the length of the main pool may use the main pool under the supervision of the Life Guard on duty.
4. The throwing of any objects is prohibited without the permission of the Life Guard on duty.
5. Chewing of gum will not be permitted while in the pool.
6. No running, pushing, wrestling, or causing undue disturbance in or about the pool proper.
7. No smoking.
8. No pets will be permitted on the premises at any time.



9. Only one person at a time permitted on diving board.

Approved by:

The Seaford Community Swim Center, Board Members on May 18, 2011.

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