

**THREE RIVERS
CLUB, Inc.**

CODE OF REGULATIONS
By-Laws



Effective August 1, 2023
As Revised / Updated

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CODE OF REGULATIONS OF THE THREE RIVERS CLUB, INC.

ARTICLE I – NAME

The names of this organization shall be: The Three Rivers Club, Inc., hereinafter referred to as: The Club.

ARTICLE II – OBJECTIVES

The purposes for which the organization is formed are as follows:

- a.) To acquire real estate, by purchase, lease or otherwise, for the purpose of developing; constructing; erecting; building and providing complete swimming facilities; and to hold title, own and improve same for the accommodation, convenience, pleasure and entertainment of its members.
- b.) To acquire personally, by purchase, lease, or otherwise for the purpose of furthering each objectives set forth in paragraph (a) above mentioned.
- c.) To do any and all things necessary or incidental to carry out the following aforementioned purposes.

ARTICLE III – MEMBERSHIP

Section 1. Classes of Membership

Membership in the Club shall consist of individuals and family unit memberships, the latter being further classified as follows:

- A. Bonded Active Family Membership (“BAFM”), being husband and wife, or head of family, of those families who have been accepted for Membership to the Club.
- B. Non-Bonded Active Family Membership, being husband and wife, or head of family, of those families who have been accepted for Membership to the Club.
- C. Junior Member, being any dependent child, under twenty-one (21) years of age of the immediate membership family; and being all unmarried and non-self supporting children who are residing with their parents or parent and are claimed as dependent children under the terms of the IRS Regulations for income tax purposes.
- D. Associate Membership, being the unmarried children of the BAFM, over twenty-one (21) years of age and residing regularly in the household of a BAFM.

- E. Special Member, being dependent of a BAFM regularly living in the household of a said BAFM, and who shall be approved by the Board of Trustees.
- F. Individual Membership, being any one (1) person over the age of twenty-one (21) years of age and is not able to be claimed on their family's income tax return as a dependent Child.
- G. Any Child / Children of a member who can be legally claimed as a dependent according to IRS regulation can be placed on the family's membership and/or legal guardian's membership. If not, then any Child / Children must apply for, obtain and receive their own membership certificate.

Section 2. Election to Membership

The Board of Trustees shall vote upon admission to the Club of each applicant recommended by the Membership Committee and shall confer membership only upon those applicants who shall be approved by two-thirds $2/3^{\text{rd}}$ of the members of the Board of Trustees present at such meeting.

Section 3. Resignation

Any member of the Club may resign or withdraw at any time, subject to the provisions of the ARTICLE VI, but there shall be no refund of the current year's dues in part or full. Exceptions only by formal vote of the BOD.

Section 4. Suspension and Expulsion

- a.) Any member of any class may for cause after having been given an opportunity for a hearing by the Board, be suspended for a period of not exceeding three months by a two-thirds ($2/3^{\text{rd}}$) vote thereof or expelled by a three-fourths ($3/4^{\text{th}}$) vote of the entire membership of the Board. Cause for suspension or expulsion shall in general consist of violation of these regulations or the Rules of the Club, or of conduct unbecoming of a member.
- b.) The Board of Trustees may delegate to the Pool Manager to the responsible employee of the Club, the power to suspend pool

privileges for the violation of the Club rules, provided such suspension containing reasons therefore, shall be submitted to the President within twenty-four (24) hours.

Section 5. Assignment of Membership Privileges

The privileges of individual or family unit membership may, subject to approval by the Board of Trustees, be assigned for a period of one (1) year, which assignment may be renewed annually in the discretion of the Board.

Section 6. Miscellaneous Provisions

- a.) All classes of members of the club shall be accorded the facilities of the Club subject to the Rules and Regulations which shall be posted at all times a bulletin board situated on the Club premises.
- b.) A card shall be issued by the Treasure upon the payment of dues to every Member, specifying thereon the class. Duplicate cards shall be issued to replace lost or damaged cards upon payment to the club of a fixed fee of \$10.00.
- c.) The Board of Trustees in its discretion may extend the privileges of the Club to any person or persons.
- d.) The Board of Trustees shall, by rule, fix the terms and conditions upon which guests of Members may use the facility of the Club.
- e.) Any property of the Club broken or damaged by a Member of any class, or their guests, shall be promptly paid for by such Member. No person shall take any article belonging to the club.
- f.) The Club assumes no responsibility, and Members (of any class) or their guests can have no claim against the Club for property of members of any class, or any guests, which may be brought into or left in the Club building, or on the grounds.
- g.) Alcohol can be brought into the Club. This can be arbitrarily prohibited at any time at the discretion of the Pool Manager or their designee.
- h.) The Club assumes no responsibility, and members (of any class) or their guests can have no claim against the Club, for any accident or injury to any person or their property. (This should be in contract when Bond is made)

Section 7. Membership Limitation

The total number of individual and family unit memberships of the club shall be established at 325 family and 25 individual. Total number of memberships may be evaluated each year adjusted and must be approved by the Board of Directors.

Section 8. Voting Rights

Individual members and family units shall be entitled to one vote. Any adult of a family unit membership may exercise the vote of the family unit and act for at any meeting. Only one (1) adult member of the family unit membership need be present at any meeting of the membership in order to exercise the vote of the family unit or act for it.

ARTICLE IV. – BOARD OF TRUSTEES

Section 1. Number

The Club shall be managed by a Board of Trustees, consisting of no more than members, effective February 1, 2023.

Section 2. Election and Term of Office

At the first Annual Meeting of the members of the Club, the Board of Trustees shall be elected in three (3) groups of four (4) Trustees each. The four (4) Trustees of the first group shall be elected for a three (3) year term. The four (4) Trustees of the second group shall be elected for a three (3) year term. The two (2) Trustees of the third group shall be elected for a three (3) year term. Thereafter, at the Annual Meeting, four (4) Trustees shall be elected by members for a term of three (3) years to succeed the four (4) Trustees who term have expired.

Any Trustee who shall cease to hold a bond in the Club shall automatically cease to be a member of the Board of Trustees.

Section 3. Meetings

The Board of Trustees shall meet at least once a month during the months of March, April, May, June, July, August, September, October, November and within thirty (30) days after the Annual Meeting. The President of the Club shall determine the dates of such meeting if desired.

Notices of each meeting of the Board of Trustees shall be communicated to each Trustee at least twenty-four (24) hours before the date of the meeting.

Section 4. Quorum

Eight (7) or 2/3rd of the current Trustee members shall constitute a quorum.

Section 5. Powers of the Board of Trustees

The Board of Trustees shall have the power to make rules and take such action not inconsistent with the Code of Regulations, or contrary to law as in the judgment may be either necessary or desirable for the welfare of the Club and its members. Included within its power but not necessarily limited thereto are the following:

- a.) Adoption and amendment of rules for the regulation of the use of the Club property
- b.) Appointment and removal of employees as it may deem necessary, and termination of their duties and compensation.
- c.) Election to membership in the Club
- d.) Determination, imposition and remission of penalties for violation of the Code of Regulations or rules of the Club.

Section 6. Disposition of Funds

The Board of Trustees shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be exercised.

Section 7. Audit

The Board of Trustees shall cause the books of the Club to be audited annually by auditors selected by the Trustees, who shall neither be Trustees nor Officers of the Club, and the report of the auditors shall be available to the Members at all times. The Secretary of the Club shall send a statement of affairs to the Members.

Section 8. Limitation on Indebtedness

The Board of Trustees may neither authorize nor execute any mortgage, security agreement, pledge or deed of trust of all or any of the property of the Club from the effective date of these amended Regulations without the approval of a majority of the membership, incur liabilities that when added to the current liabilities and current operating expenses will exceed the amount of cash on hand.

Section 9. Removal

Any member of the Board of Trustees may be removed from office by a majority vote of the Membership at either an Annual Meeting or a Special Meeting for that purpose in accordance with the Code of Regulations.

ARTICLE V. – OFFICERS

Section 1. Officers and Elections

The Officers of the Club shall be a President, Vice President, Secretary and Treasurer and such other Officers as the Board of Trustees in its discretion deem necessary and / or appropriate.

The Officers of the Club shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees following the Annual Meeting of Members.

Section 2. President – Powers and Duties

The President shall preside at the meetings of the Club and of the Board of Trustees. He or She shall be the administrative officer of the Club. He or She shall appoint, subject to confirmation by the Board of Trustees, all standing committees, designating the Chairperson thereof, and all special committees as may be directed. He or She shall be ex-officio, a member of all committees.

Section 3. Vice President – Powers and Duties

The Vice President in the absence or disability of the President shall act on his or her behalf. He or She shall, under the direction of the President attend to the business and financial operations of the Club and shall be the Chairperson of the Finance Committee. He or She shall be ex-officio, a member of all committees.

Section 4. Secretary – Powers and Duties

The Secretary shall communicate notices of the meetings of the Club and of the Board of Trustees; take maintain the minutes of such meetings; attend to correspondence pertaining to the Club; and perform such other duties as directed by the Board of Trustees and shall contact all Trustees twenty-four (24) hours prior to any scheduled meeting.

Section 5. Treasurer – Power and Duties

The Treasurer shall maintain the accounts of the Club, collect its revenue and pay its debts as approved by the Board of Trustees or other agency authorized by the Board of Trustees to incur them. He or She shall deposit the funds of the Club in such depository as may be authorized by the Board of Trustee, and perform such other duties pertaining to his or her office as directed by the Board of Trustees. All bills received by the first (1st) of the month shall be paid by the 15th of the month. If this cannot be accomplished it should be brought to the Board of Trustees attention immediately.

Section 6. Bond

Officers authorized by the Board of Trustees to sign checks, drafts and other instruments for the payment of money in the name of the Club in accordance with ARTICLE IV. Section 6. shall be bonded at the expense of the Club, and such

expense shall be a proper charge upon the Treasury of the Club. The amount of the bond shall be determined by the Board of Trustees.

ARTICLE VI. Fees and Dues

Section 1. Annual Dues

- a.) The Board of Trustees, at its first meeting after the Annual Meeting of the Members, shall establish dues for each class of Membership for the ensuing year.
- b.) Dues shall be sufficient to provide for the necessary operating expenses of the Club and the proper maintenance and improvements of its property, and such dues shall be payable by April 1, of each year.
- c.) The Annual dues shall not increase more than 15% yearly without permission of the majority of the membership (voting).
- d.) No dues nor any part thereof shall be refunded in the event that the pool operations are required to be suspended for any period.

Section 2. Initiation Fee

All candidates accepted for Membership in the Club after January 1, 2023 shall be responsible to pay a one (1) time only initiation fee of One Hundred and sixty dollars \$160.00.

Section 3. Membership Fee

All candidates accepted for Membership in the Club after November 1, 2022 shall be required to pay a membership as determined by the Board of Trustees.

Section 4. Assignment of Debenture

All members accepted for Membership in the Club prior to October 1, 1963 shall be required to pay an added fee for the continuing membership fee of three hundred dollars (\$300.00). Such fee may be paid by such member assigning to the Club a debenture bond issued to such Member in accordance with the terms of ARTICLE V. Item III as originally constituted.

Section 5. Membership Certificate

In addition to the membership card issued in accordance with ARTICLE III, Section 5, a membership certificate shall be issued to all members upon payment of the fee, provided for in ARTICLE V, SECTION 3. and 4.

A member who desires to withdraw from the Club shall surrender his or her membership certificate and the Board of Trustees may at their discretion, refund the membership fee of any member whose membership has been terminated. Such membership fees shall be refunded in the same order in which the memberships were terminated and in the event of the Board of Trustees elects to

refund a membership fee, any indebtedness owed to the organization by said member shall be first deducted from any such refund. In all cases, any applicable refunds will be done so in the name in which appears on the membership certificate (Bond), unless whose name appears on the bond requests in writing and/or attending a Board Meeting directs the Board to refund their designee.

The corporation shall then cancel the certificates of the surrender and issue a membership to a new candidate.

Section 6. Delinquency

Any Member failing to pay assessments or other indebtedness before opening day, defined as the first day the swimming pool is open to its members of each year Typically Memorial Day or within thirty (30) days of the mailing of a statement of such indebtedness, whichever date is later, shall be notified by the Treasurer that if such indebtedness is not paid within fifteen (15) days, the delinquent Member may be suspended by the Board of Trustees; any Member thus suspended shall immediately be notified in writing by the Secretary of the suspension, and if the indebtedness shall not be paid within the fifteen (15) days after sending of such notice, membership in the organization shall be automatically terminated, provided, however, that the Treasurer may at their discretion, reinstate any such Member upon request and payment of all indebtedness to the organization.

Section 7. Guest Responsibility

Members shall be responsible for the payment of all charges of liabilities that may be imposed upon or incurred by them, and for all charges imposed upon or incurred by their guests to whom privileges of the organization shall have been extended. This includes damage to property or removal of property from the premises.

Section 8. Hardship Cases

The Board of Trustees may consider and make special provisions for any particular hardship case by a two-thirds (2/3rd) vote. It is incumbent upon a Member of any Class to inform the Board of Trustees of such an instance.

Section 9. Taxes

All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State and other governing agencies.

ARTICLE VII – MEETINGS

Section 1. – Annual Meetings

The Annual Meeting of the Club shall be held between the 20th and 31st of October at such time and place as the Board of Trustees may determine for the purpose of electing Trustees, presenting committee reports and for the

transactions of such other business as may be indicated in the notice or brought before it. This may be waived with a vote of two-thirds (2/3rd) Board Members.

Section 2. Special Meetings

Special Meetings of the Club may be called by the Board of Trustees. In addition, a special meeting shall be called by the Secretary (or the Board of Trustees designee) within thirty (30) days after receipt of the written request of twenty-five (25) members, which written request shall state the purpose for such meeting.

Section 3. Notice of Meetings

Notice of Annual Meeting shall be given by mail email at least ten (10) days prior thereto. Such notice shall include ballots for the purpose of electing candidates for the Board of Trustees and may include ballots for the purpose of voting on resolutions that will be presented at the meeting. Such ballots shall be returned to the Board of Trustees or its designee of the Club prior to the meeting, and shall not be effective if received thereafter. If no meeting is held, or only enough members to fill vacancies are candidates, the mailing and voting will be waived. Any member is eligible to be elected to the Board upon his or her request.

Notices of Special Meetings shall be given by email at least ten (10) days prior thereto, and shall state the purpose for which such meeting is called. Such notices may include ballots for the purpose of voting on resolutions that will be presented at the meeting. Such ballots shall be returned to the Board of Trustees or its designee of the Club if received thereafter. No business shall be transacted except as indicated in the notice.

Section 4. Manner of Voting

Voting may be by voice, or by email or by any other means to which would facilitate voting by a Member i.e. electronic mail, facsimile etc.)

ARTICLE VIII – Committees

The assignment of committee responsibilities are presided over by the Board of Trustees members and as such the roles, responsibilities and types of committees will be at the discretion and responsibility of the Board of Trustees not limited to the following:

Section 1. Pool and Grounds Committee

This committee shall exercise supervision over the pool and grounds (within the fenced and pool area) shall attend to the improvements and maintenance of the pool, buildings, operating equipment and grounds; shall have the authority there over, and in conjunction with the Rules and Regulations, shall see that the rules and regulations are enforced.

Section 2. Activities Committee

The Activities Committee shall prepare the activities for the instructions and entertainment and exercise supervision over the same.

Section 3. Membership Committee

The Membership Committee shall investigate and report to the Board of Trustees. There are responsible for the application, bonding certificate process and update of waiting list of applicants.

Section 4. Finance Committee (AD HOC- Annually Budget Planning)

The Finance Committee shall prepare the annual budget for submission to and approval by the Board of Trustees and shall exercise general supervision over the financial transactions of the Club.

Section 5. Rules Committee (AD HOC)

The Rules Committee shall prepare rules of health and good conduct in connection with the operations of the pool, grounds and facilities of the Club and shall in conjunction with the Pool and Grounds Committee see that the rules and regulations of the Club are enforced. This committee will be chaired by the Pool Manager.

ARTICLE IX. – MISCELLANEOUS

Section 1. Indemnification of Trustees and Officers

- a.) Each person who acts as a Treasurer or Officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him or her in conjunction with the defense of any action, suit or proceeding in which he or she has been made a party by reason of his or her being or having been a Trustee or Officer of the corporation, except as 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 in the performance of his or her duty.
- b.) The right to indemnification provided herein shall inure to each Trustee and Officer whether or not he or she is such a Trustee or Officer at the time such costs or expenses are imposed or incurred and in the event of his or her death shall extend to his legal representatives.

Section 2. Removal of Officers and Trustees

Any or all Members of the Board of Trustees or Officers of the Club may be removed from office by the vote of two-thirds (2/3rd) or more of the voting

members at either the Annual Meeting or at a Special Meeting called for that purpose. Board Members can also be removed by a two-thirds (2/3rd) vote of other Board Members, for such cause as lack of attendance and/or performance expected from all Board Members. Board Members are required to attend seven (7) meetings each calendar year.

Section 3. Dissolution

The Club may be dissolved by an affirmative vote of three-quarters (3/4) of the voting Members as shown by membership record of the Club, at the Annual Meeting or at a Special Meeting called for that purpose. After payment of all liabilities the assets shall be evenly distributed to all individual and family unit memberships.

Section 4. Amendment, Repeal and Alteration of Regulations

Proposals for Amendment of the Code of Regulations must be sponsored by thirty (30) voting Members or two-thirds (2/3rd) vote of the Board Members and shall be submitted in writing to the Secretary or the Club's designee who shall present the proposals to the Board of Trustees at their next meeting. The proposals and the recommendations of the Board shall be placed on the agenda at the next regular or special meeting of the membership, provided that the proposal is submitted thirty (30) days in advance of such meeting. Approval of two-thirds (2/3rd) of the Members voting in person or by mail (or other means as specified by the Board i.e. electronic mail etc.) shall be required to adopt any amendments to this Code of Regulations.

Section 5. Independent Nominations for Board Of Trustees

In addition to the nomination for candidates for the Board of Trustees as provided for in ARTICLE VIII, Section 8, independent nominations may be submitted to the Secretary (or the Club's designee) at least thirty (30) days in advance of the Annual Meeting.

