

BY-LAWS OF GREENWOOD PARK-BELLS LAKE COMMUNITY CLUB

ARTICLE I – NAME, LOCATION AND PURPOSE

Section 1. The name of the corporation is Greenwood park-Bells Lake Community Club, the corporation address shall be P.O. Box 714, Turnersville, NJ 08012, but meetings may be held at such places within the state of New Jersey as may be designated by the Board of Directors (BD).

Section 2. As outlined in Article II of the Constitution.

ARTICLE II – BOARD OF DIRECTORS

Section 1. The property and affairs of the Corporation shall be managed by a BD, elected by the membership as provided in these by-laws. They shall have full power and it shall be their duty to carry out the objectives of the Corporation.

Section 2.

- a. The BD shall consist of 15 directors, elected, as provided in Article IV.
- b. The terms of the office of the original members of the BD and their duly appointed successors shall expire at the annual meeting of the following year. At each annual meeting, five directors shall be elected and they shall serve a term of three years or until their successors have been elected.
- c. Meetings of the BD shall be held at least twelve times annually.
- d. Special meetings may be called by the BD as deemed necessary, upon three days' notice in writing.
- e. A majority of the current directors shall be necessary to constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting shall be the acts of the BD.
- f. Vacancies in the BD shall be filled by the election of a qualified member, and each person so elected shall be a Director for the remaining unexpired term of the member whose vacancy he fills. The number of Directors shall not drop below twelve.
- g. The BD may declare vacant the office of a Director or officer if he is declared of unsound mind by an Order of Court, or convicted of a felony, or for any other proper cause, or if within forty-five(45) days after notice of his election he does not accept such office either in writing or by attending a meeting of the BD, or if he ceases to be an active member of the Corporation, provided however, when such action is contemplated, the offending Director or officer shall be given ten (10) days' notice in writing of the meeting at which such action is contemplated.

Any officer or member of the Board may be removed from office with just cause. Removal must be approved by the remaining BD less one (1). Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any latter time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If any member of the BD misses three (3) unexcused meetings during a year, he shall automatically cease to be a Director by default and shall be so notified in writing by the President and immediately suspended from all privileges by the BD.

ARTICLE III – RESPONSIBILITIES OF THE BOARD

- a. Meetings shall be presided over by the President. In his absence, the Vice-President shall preside, and if neither the President nor Vice-President is present, the Directors present shall elect a presiding officer for such meeting. The Secretary, or in his absence a Director appointed by the presiding officer, shall record the minutes of the meetings of the BD.
- b. The BD shall have the power to make or authorized all purchases necessary or desirable for the operation of the Club, to employ or authorize the employment of all employees and to do or cause to be done all other things necessary for the operation and maintenance of the Club, and to fix the compensation of the employees.
 1. Emergency expenses may be authorized by a majority vote of the BD.
 2. The use of funds from the available credit line may be authorized by a unanimous vote of the BD.
- c. The BD shall prescribe rules for the operation and use of the Club facilities and perform such other duties as they in their discretion may deem to be for the best interest of the Corporation.
- d. The BD shall have supervision over all committees and power to direct their effort and to alter or amend all rules or regulations prescribed by any committee.
- e. The BD shall secure the fidelity of the Treasurer of the Club and may secure the fidelity of any or all of the officers, assistant officers, or employees by bond or otherwise, and in such amount as shall be deemed proper.
- f. The BD shall require a current financial statement to be made on the accounts of the Corporation, which shall be submitted at the annual meeting of active members. This shall include the current membership and financial status.
- g. Each Director of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him and/or damages imposed upon him in connection with the defense of, or as a result of, any action legally taken or alleged to have been taken by him as a Director of the Corporation.

This indemnification shall not be effective in the case of any action as to which he shall be liable under the provisions of any Federal or State Statutes, or as to which he may be liable by reason of dereliction or negligence in the performance of his duties as a Director of the Corporation.

ARTICLE IV – ELIGIBILITY FOR OFFICE AND ELECTIONS

- a. Only one active member in good standing and over 21 years of age from each household shall be eligible to serve as a member of the BD. No Director may hold any political or public State, County, Borough, or Municipal office.
- b. The notices of the annual meeting sent to the active membership shall state the names of the nominees. Nominations for Directors shall be made in writing, signed by at least ten active members and shall be mailed to the Secretary no later than 20 days prior to the annual Membership Meeting. No nominations may be made from the floor at the annual Membership Meeting.
- c. For services rendered to the Corporation and as compensation for such services, the members of the BD and his (her) immediate family members living in the same household during the term of their office shall not be liable for the payment of annual dues to the Corporation. A member of the BD or his (her) spouse shall be granted annually during their term of office 30 complimentary guest passes.
- d. A vacancy among the EO shall be filled by the directors for the unexpired term at a special emergency meeting called within fourteen (14) days of the vacancy.

- e. When the voting for filling a vacant Director position results in a tie between two or more members, a majority vote of the sitting Board of Directors will determine the member to fill the vacant position. If a Director is one of the members involved in the election, the director will abstain from voting. If the vote by the sitting Board of Directors results in a tie, the President, or the Vice President in the absence of the President, will make the selection.

ARTICLE V – OFFICERS OF THE CORPORATION

- a. The Executive Officers (EO) of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. There shall be such other officers and agents as the BD shall provide for or designate.
- b. The initial EO of the corporation and their successors shall serve until the annual meeting. Thereafter, the executive officers shall be elected by and from the BD at the first regular Board Meeting following the annual meeting of the Corporation.
- c. The EO of the Board shall serve for a term of one year or until the successors are elected and have qualified.
- d. A vacancy among the EO shall be filled by the Directors for the unexpired term at a special emergency meeting called within fourteen (14) days of the vacancy.
- e. **Responsibilities of the President:** The President shall preside at all meetings of the BD and of the members. The President shall with the Secretary sign all contracts of affairs of the corporation, shall make all appointments to Committees subject to confirmation by the BD, shall be ex-officio a member of all Committees, shall perform all other acts properly belonging to his office, including executive supervision of all activities of the Club and of the employees thereof. The President may authorize expenses and payment for unbudgeted expenses not to exceed \$250.
- f. **Duties of the Vice-President:** The vice President shall perform all the duties of the President in the event of his absence or disability. In the event that both the President and Vice-President are absent the Board shall elect a presiding officer. The Vice-President is in charge of the Operations Committee.
- g. **Duties of the Secretary:** The Secretary shall make and keep minutes of all meetings of the BD and of the meetings of the active members and shall be prepared to present those minutes at the next, or future meeting if required, conduct all official correspondence and shall be responsible for keeping all records except financial records of the Corporation, issue calls for meetings with the proper notice at the request of the person or persons authorized to call meetings, attest the signature of the officers of the Corporation when required on contracts or other papers relating to the affairs of the Corporation and shall have custody of the corporate seal, perform such other duties as may be appropriate to the office or as may be required by the BD.
- h. **Duties of the Treasurer:** The Treasurer shall: Be responsible for the receipt of all monies due the Corporation and deposit of same in banking institutions approved by the Directors, and make all disbursements on approved billing and vouchers. All checks will be signed by any two of the combination of the following: President, Vice-President and Treasurer. When authorized by the President in writing, advance not to exceed \$300 to any officer, director or committee chairman of the Corporation or employee who is required to make purchases for cash; Maintain such other records as may be required of him by the BD; Be authorized to pay any charges imposed by the designated banking institution for service if such charges are deemed proper by him.
- i. All officers and Agents of the Corporation as between themselves and the Corporation shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in the By-Laws or as may be determined by resolution of the Board of Directors.
- j. The officers of the Corporation shall be indemnified by the Corporation to the same extent and subject to the same limitations as the Directors, and these By-laws.

ARTICLE VI – STANDING COMMITTEES

- a. The Standing Committees (SC) of the corporation, appointed by the President with the approval of the Officers, shall be Finance Committee, Operation Committee, Membership Committee, Repair and Maintenance Committee, Swim Team Committee, Publicity Committee, Entertainment Committee, Grounds Committee, Lake and Dam Committee, Five-Year Plan Committee, and all other Committees deemed necessary for the operation of the Club's affairs.
- b. A Director shall act as chairman of each standing committee. Each committee shall submit a budget for approval by the BD. Any unbudgeted expenses must be approved by the BD. The chairman of each committee shall give an accounting of all funds received and expended by him prior to the next regular meeting of the BD and said report be given to the Treasurer. Upon approval of and appropriation of money by the BD, the committee shall be authorized to proceed with the execution of planned improvements and maintenance.
- c. The number of members of a SC shall be at the discretion of the BD.
- d. **The Finance Committee shall:** prepare financial studies on such projects as may be assigned to it by the BD, conduct all financing operations of the Corporation, submit to the BD before the 1st of December of each year an annual budget containing provisions for all anticipated expenditures of the Corporation for the forth-coming year. (The fiscal year shall be from January 1st to December 31st).
- e. **The Operating Committee shall:** be chaired by the Vice President. Each SC shall have one of its members as a member of the Operations Committee. The Operations Committee shall be responsible for: The employment of properly qualified lake and pool attendants at rates of pay to be set by the BD; The condition and maintenance of the mechanical equipment necessary to keep the lake, pool and bath houses in proper operation for the safety and general welfare of the membership; The submission to the BD of all estimates for repairs to and maintenance of all mechanical equipment necessary to the operation of the bath houses, pool and lake, making all necessary rules governing the operation of the Club facilities, including time of opening and closing, conduct of the membership while using the facilities of the Club and the duties of the employees; Acting on all complaints affecting the employees; Acting on all violations of the Rules of Conduct in the use of the facilities; reporting all major violations to the BD with explanation of the action taken in each case.
- f. **The Membership Committee shall:** maintain a membership book containing the names and addresses of each member, in any case where membership has been terminated, facts as to the reasons for termination shall be reported in the books, together with the date on which membership ceases. The Membership Committee is charged with responsibility for issuing the membership cards of the Club, and is responsible for collection of Membership Dues.
- g. **The Maintenance Committee shall:** be responsible for maintenance of the Club property, excepting the mechanical equipment necessary to keep the pool and bathhouses in operation.
- h. **The Grounds Committee shall:** be responsible for the general upkeep of the grounds.
- i. **The Lake and Dam Committee shall:** be responsible for the upkeep, preservation, and general well being of the lake and dam.
- j. **All other committees shall:** perform such duties and functions as they shall be assigned from time to time by the BD.

ARTICLE VII – MEETINGS

Section 1. The Annual Meeting of the Corporation shall be held in September of each Calendar year.

- a. General membership meetings shall be held as necessary with written notice of thirty days by the BD.
- b. Committee meetings shall be at the discretion of the committee chairperson.

Section 2. Upon the written request of fifty (50) members to the Secretary stating the purpose therefore, a special meeting of the membership shall be called by the BD not less than ten (10) days nor more than thirty (30) days after receipt of such request.

Section 3. Meetings of the membership shall be held at such hour and place as designated by the BD and shall be stated in the call for the meeting. The Secretary at the request of the President or the BD shall call special meetings of the membership.

Section 4. The qualifications for voting shall be set forth in ARTICLE VIII of the By-Laws.

Section 5. A quorum at any meeting of the membership shall consist of twenty-five (25) of such members entitled to vote at the meeting with the exception as stated below:

- a. If the meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in these Articles, adjourn the meeting to such time and place as they determine; but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meeting, although less than a quorum as fixed in this Article, shall nevertheless constitute a quorum for the purpose of electing directors.
- b. A quorum of twenty percent (20%) of the members in good standing is required at a meeting where a purchase requiring a mortgage is discussed. A $\frac{3}{4}$ vote of this quorum is necessary to approve such a mortgage. Whenever a proposal pertaining to the sale or transfer of any real property, the following special quorum rules apply: after the members in good standing have been duly notified of a meeting not less than fifteen (15) days nor more than thirty days in advance, fifty percent (50%) of these members shall constitute a quorum. If this attendance requirement is not met, another meeting may be called subject to the above written notice requirements not less than thirty (30) days nor more than sixty (60) days after the first meeting. At this meeting, attendance of twenty-five percent (25%) of the members shall constitute a quorum. A $\frac{3}{4}$ vote of these members is necessary to approve passage of any sale or transfer of Club land or amendments pertaining to sale or transfer of Club land. No action may be taken if these quorum requirements are not met.

Section 6. The active members entitled to vote present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough active members entitled to vote to leave less than a quorum.

Section 7. A duly called meeting shall not be organized for transaction of business unless a quorum is present.

Section 8. "Robert's Rules of Order, Revised" shall govern the conduct of business at all meetings except when such rules are not in agreement with the Constitution or By-Laws of the Club.

Section 9. The order of business for all Club meetings shall be; Reading of minutes of the previous meeting. Treasurer's Report, Committee Reports, Old Business, New Business, Adjournment.

ARTICLE VIII – MEMBERSHIP

Section 1. The Club membership shall consist of active members.

Section 2. An active member shall be an individual or a family group who has paid his/her Membership Fee, and has paid his/her dues for the current year, and any other financial obligations to the Club that are

current. Each active member shall be entitled to one vote in meetings of the membership. Votes must be cast in person. No member may vote by proxy.

Section 3. For the purpose of this Article, a family group shall be defined as a single person, or husband and wife and children whose permanent residence is the same dwelling, except that the BD may, in specific instances, include in a family group others than the above, whose residence is in the same building. This may not be construed to include two (2) family groups, regardless of relationship. In the event of a dispute, the status of any individual shall be as interpreted by the BD after review by the Membership Committee.

Section 4. The BD shall determine the amount of the membership fee.

Section 5. Special assessments may be levied for special purposes with the approval of a majority of the members present and voting at a general membership meeting.

Section 6. Any member may be suspended from the privileges of the Club, or barred from membership for the infraction of any By-Law or Club rule or regulation, including non-payment of dues within the time limit, or for any act or conduct that is disorderly or injurious to the interests or hostile to the objectives of the Club, or who is otherwise objectionable, provided that the member shall have been given ten (10) days written notice of the time for hearing at a meeting of the BD.

Section 7. Active members are entitled to receive a copy of the By-Laws and Constitution by request.

Section 8. The BD may limit the total number of active members. The BD may also limit, prior to the opening of memberships, the geographic area from which memberships shall be accepted.

ARTICLE IX - MEMBERSHIP CERTIFICATES

Section 1. Membership certificates shall not be transferable by assignment or sale, nor be transferred through legal heirs or devisees or otherwise upon the death of the owner thereof.

Section 2. In the event that any active member holding a membership certificate shall die, resign, or be removed from membership, the corporation may repurchase or cancel such certificate at any time upon payment of the fee paid therefore by the member, less any and all subscriptions, dues, taxes and depreciation as provided for in these By-Laws and other charges then owing by the holder or former holder thereof and by any members of the family. The Corporation shall not issue additional certificates without having first repurchased or cancelled certificates available as aforesaid. The Corporation shall in no way be obligated to repurchase membership certificates unless there be a fully qualified prospective member to whom such certificate can be transferred by the Corporation with the exception of charter membership, as defined on the certificate. Charter memberships are redeemable only when a homeowner moves.

Section 3. The Membership Chairperson shall keep or cause to be kept a record showing the names and addresses of the holders of certificates in a Corporation, together with complete records of payment(s) and the number and the date of the certificate(s) issued.

ARTICLE X – AMENDMENTS

Section 1. Amendments to these By-Laws or to any portion thereof may be made at an annual Meeting or at any other regularly called meeting of the membership by a $\frac{3}{4}$ vote of the active members present at

such a meeting, provided that the proposed amendment or amendments shall have been previously approved by the BD. The membership at large may call for a vote on an amendment to the By-Laws through a petition in writing to the Secretary of the Corporation, which is signed by at least fifteen percent (15%) of the active members. The BD shall be required to call a meeting not less than ten (10) days nor more than thirty (30) days after the receipt of such petition.

Section 2. No change or amendment to these By-Laws may be made which will cause them to be in conflict with the Constitution.

ARTICLE XI – ACQUISITION AND/OR ANNEXATION OF ADDITIONAL REAL ESTATE PROPERTIES

Section 1. The Club may at any time annex additional property in the boundaries of the area known as Greenwood Park-Bells Lake.

Section 2. A gift of Real Property which is free and clear of any encumbrances may be accepted by the BD. Rejections will be subject to the approval of the members.

Section 3. If Real Property is to be purchased, the recommendation of the BD listing all details of the proposed purchase will be presented to the members for approval. Approval of purchase requires affirmative votes from 2/3 of the members present at the meeting, notice of which shall be given in writing not less than five (5) days beforehand. If such real property purchase requires a mortgage, then the special quorum rules in Article VII, Section 5(b) apply.

ARTICLE XII – DISSOLUTION

If the Club is to be dissolved because of insolvency, or any other valid reason, the following procedure will be followed:

¾ vote of the members present at any regular or special meeting will be necessary to initiate dissolution.

On obtaining a ¾ majority, letters of intent to dissolve will be mailed to all members, Statement of Agreement” must be signed by ¾ of the members. All of the above being done, the Club will dissolve in accordance with Article IX of the Constitution.

ARTICLE XIII – DURATION

The Corporation shall exist perpetually.

ARTICLE XIV – REORGANIZATION

These By-Laws shall become effective subject to the approval of changes.

Respectfully Submitted,
June 4, 1990
Norma Meyer, Chairperson By-Law Committee

Amended September, 1997
Amended September, 2001