

BYLAWS OF BAY RIDGE POOL ASSOCIATION, INC.

May 11, 2021

ARTICLE I - Name

The name of this organization shall be **Bay Ridge Pool Association, Inc.** (hereinafter "the Association" or "BRPA").

ARTICLE II - Purpose

The purpose of this organization shall be to construct, operate and maintain a not-for-profit community swimming pool, pursuant to §501(c)(7) of the United States Code Annotated, on property leased from the Bay Ridge Civic Association, Inc.(BRCA), which pool shall be open for membership to all residents and property owners of Bay Ridge, and to provide recreational, educational and supportive pool facilities consistent with these Bylaws for the benefit of the membership and promote activities, including swimming education, competitive swimming opportunities, and general recreational activities beneficial to the membership and the community at large.

ARTICLE III - Eligibility for Membership

Section 1.1. All persons owning real property or legally occupying residential property in the Community of Bay Ridge and who are current members of the Bay Ridge Civic Association shall be eligible for the memberships established by Section 1 (including Subsections) of Article IV. Memberships shall identify the real property which is owned or occupied.

Section 1.2. All persons owning real property or legally occupying residential property in the Community of Annapolis Cove shall be eligible for the memberships established by Section 2 (including Subsections) of Article IV. Memberships shall identify the real property which is owned or occupied.

Section 2. The total number of household memberships in the Bay Ridge Pool Association shall be limited to the number of existing households in the Communities of Bay Ridge and Annapolis Cove combined.

Section 3. The Pool Association shall have at least 55% of its memberships consisting of property owners or lessees within the Bay Ridge Community.

ARTICLE IV - Membership and Dues

Section 1. Resident Memberships. Any person owning real property in Bay Ridge or legally occupying residential property, who is also a member of the Bay Ridge Civic Association, shall be eligible for membership in the Association. Categories of membership shall be "Charter Members", "Regular Members", and "Annual Members." In addition, the Board may from time to time establish special classes of yearly memberships, such as "Single" or "Senior" or "Couple" memberships, or other limited memberships which are necessary, in the discretion of the Board, to better serve the Pool community. Board approved membership categories and fee structures will be maintained on the BRPA website. Members shall be entitled to use the Pool facilities for the calendar year in which a current Pool application has been submitted and payment received, subject to the Bylaws and the Operating Rules, and any other Rules and Regulations established by the Pool Association pursuant to the Bylaws and Operating Rules.

Section 1.1 Charter Memberships. Charter Memberships shall include as Members the adults actually residing in the designated Charter Membership household who are the owners of the Charter Membership. A Charter Membership shall be able to designate an unlimited number of members which are 1) any currently designated household members who actually reside in the designated household, and 2) any currently designated family members within two generations of the owners not otherwise residing in Bay Ridge or any community eligible for membership. Each Charter Membership shall be able to have 4 guests per day, which may be any other person who does not reside in Bay Ridge or any community eligible for membership, accompanied by an owner of his/her designated household or family member and shall be able to have one babysitter. A Charter Membership will not be charged any annual membership dues until April 14, 2029. For the year 2029 and thereafter, the Charter Membership shall convert to a Regular Membership and the annual membership dues owed shall be the Discounted Annual Dues as set by the Pool Association Board for

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Regular Memberships through the Bylaws and Operating Rules. As set forth in Section 1.4 of this Article, Charter Memberships shall be transferrable. Any additional guests will be charged a daily fee to be specified by the Board of Directors.

Section 1.2 Regular Memberships. To be eligible for a Regular Membership, a one-time initiation fee must be paid in an amount to be specified by the Board. Once paid, the Regular Membership shall pay the Discounted Annual Dues amount as specified by the Board. Regular Memberships shall include as members the adults actually residing in the designated Regular Membership household who are the owners of the Regular Membership. Each Regular Membership shall be eligible to designate a total of six members which are 1) currently designated household members who actually reside at the designated household, and 2) any currently designated family members within two generations of the owners not otherwise residing in Bay Ridge or any community eligible for membership. Each Regular Membership shall also be able to have 2 guests per day who do not reside in Bay Ridge or any community eligible for membership accompanied by an owner of his/her designated household or family member. Each Regular Membership shall also be able to have one babysitter. As set forth in Section 1.4 of this Article, Regular Memberships shall be transferrable. Any additional guests will be charged a daily fee to be specified by the Board of Directors.

Section 1.3 Annual Memberships. Annual Memberships shall include up to six designated household members who actually reside at the designated household. Annual Memberships shall be entitled to all voting rights and privileges extended to Regular Memberships.

Section 1.4 Transferability of Memberships. Charter and Regular Memberships shall be fully transferable with the written consent of all current owners of a Membership. Transfer of a Charter or Regular Membership shall occur when a fully endorsed and executed "Transfer and Sale of Charter(or Regular) Membership Agreement" is delivered to the Secretary of the Pool Association. The Transfer Agreement shall bear the names and authorized signatures of all of the current owners, the address of the current designated Bay Ridge real property or household address, the new designated Bay Ridge real property or household address and the names and authorized signatures of the new owners.

Section 2. Non-Resident Memberships. All Non-Resident Memberships are Annual Memberships. Membership Types are Non-Resident Family, Couple, or Single memberships. The Board may designate additional categories of Non-Resident Memberships as the Board deems necessary. Any person owning real property in, or legally occupying residential property in a community identified under Article III, Section 1.2, shall be eligible for membership in the Association under this section. Non-resident members shall be entitled to use the Pool facilities for the calendar year in which a current Pool application has been submitted and payment received, subject to the Bylaws and the Operating Rules, and any other Rules and Regulations established by the Pool Association pursuant to the Bylaws and Operating Rules. Non-Resident Annual Members shall not be entitled to: (1) vote at the election of the Directors, (2) vote on changes to the Articles of Incorporation, (3) vote on changes to the Bylaws of the Association, (4) the right to serve as a Director or Officer of the Association, and (5) vote on the dissolution of the Association.

Section 2.1 Non-Resident Annual Memberships.

Non-Resident Family Memberships shall be eligible to designate a total of six members (Couple Memberships two members and Single Memberships one member) who actually reside at the designated household. Each Non-Resident Membership shall be able to have 2 guests per day which may be any person who does not reside in Bay Ridge or any community eligible for membership accompanied by a Member of his/her designated household or family member and shall be able to have one babysitter. Any additional guests will be charged a daily fee to be specified by the Board of Directors.

Section 3. Except as otherwise limited in Sections 1 and 2 of this Article, each Membership in the Bay Ridge Pool Association carries with it the right to vote (one vote per household membership) at the annual election of the Board of Directors and on issues requiring approval or adoption of the Association and to serve on the Board of Directors or to hold any other office or appointment in the Association as well as to have the privileges and use of the pool, pool house and its grounds, and other related facilities.

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Section 4. Membership shall begin upon receipt of a completed application with payment of any initiation fee and annual dues, as required by the type of membership. Current members shall receive notice (which may be electronic) by March 15th of each year setting forth the dues and fees for their type of membership, which shall be payable by April 30th to retain all privileges of membership as specified for their membership type. Memberships shall be accepted throughout the year including new residents moving into each of the communities. New residents annual fee may be prorated based on the date of eligibility for membership.

Section 5. The annual dues of the Association shall be set by the membership each year as part of the budget process and shall be determined as is necessary to meet the next year's projected budget. Any parties legally occupying the same residential property shall be considered as one household membership, subject to the terms of the specific membership type and shall individually have the benefits of that membership, except as otherwise provided by these Bylaws.

ARTICLE V - Meetings

Section 1. Regular meetings of the Association shall be held at a time and place scheduled by the President or as requested by a quorum of the Board. Reasonable notice of general membership meetings shall be provided, except that bi-annual membership meetings shall be held on the second Tuesday of May and the second Tuesday of November. Acceptable forms of notice shall be by mail, email, or posting a sign at the entrance to Bay Ridge more than 5 days prior to the regular membership meeting. A quorum required to conduct business at regular or special meetings shall be a majority of the members of the Board of Directors. Unless otherwise specified by the President, Association meetings shall be held at the Pool clubhouse.

Section 2. The Board of Directors may cancel any regular meeting of the Association. Notice of cancellation shall be posted at the Bay Ridge entrance or may be made by electronic means such as email to the membership.

Section 3. Special meetings of the Association may be called by the President, when requested by a majority of the Board of Directors or when petitioned by at least 20 members of the Association. Reasonable notice of the Special Meeting shall be given prior to the meeting and shall contain a description of the specific reason the meeting was called as well as the text of any resolution that may be voted upon at the meeting. Business conducted at the meeting shall be limited to the specific reason the meeting was called.

Section 4. In the event of an emergency, a meeting may be called by posting notice at the Bay Ridge entrance 24 hours prior to the meeting, or other notification the Board feels is appropriate, such as telephoning or may be made by electronic means such as email to the membership. Business conducted at the meeting shall be limited to the emergency.

ARTICLE VI - Board of Directors

Section 1. The Board of Directors shall be composed of at least 5 but no more than 9 Charter and/or Regular members elected by the membership, including the immediate past president who serves for one year following his/her term of office.

Section 2. A Nominating Committee of at least three Association members shall be appointed by the Board of Directors at the Board of Directors August meeting. The Committee shall nominate at least one candidate for each available position. The Committee shall include on its slate of candidates the names of all eligible members who notify the President at least seven days before the August meeting of the Board of Directors of their desire to stand for election to the Board. The Committee shall present the slate of candidates to the Board at its September meeting and announce it in the October Bay Ridge newsletter. Election of Board members shall occur at the November Pool Association meeting; additional nominations shall be permitted from the floor with the consent of those nominated.

At any time, at the request of BRCA, a requisite number of Directors will resign from the BRPA Board in order that up to 60% of the Directors may be designated by the BRCA from among its own directors. If necessary to

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carry out this provision, the President of the Association serving at that time shall have the authority to dismiss any Director or Directors whom he or she may choose to dismiss, up to the number of dismissals so needed.

Section 3. Only persons who are Resident Members of the Pool Association during the current calendar year and who reside in Bay Ridge are eligible to be nominated and to be elected to serve on the Board of Directors or to serve as an officer. Only one person per Membership may serve on the Board of Directors at one time.

Section 4. The Directors shall be elected by a majority vote of the Resident Pool Association members present at the November Association meeting. Directors shall assume office upon election and shall serve a two-year term and be eligible for reelection. The two-year terms shall be staggered so that no more than five Directors shall be elected in any given year, unless as a result of a vacancy.

Section 5. The Directors, immediately upon assumption of office at the Pool Association meeting in November, shall elect, from among themselves, by majority vote of the then Directors, a President, Vice-President, Secretary and Treasurer. These officers shall be then installed at the same Pool Association meeting in November. No officer shall serve more than two consecutive years in the same office, other than the offices of Secretary and Treasurer.

Section 6. Any vacancy on the Board of Directors of the Pool Association shall be filled for the remainder of the term by a majority vote of the remaining members of the Board.

Section 7. The Board of Directors may designate a financial advisor to advise the Pool Association in matters of general finance, including bookkeeping, tax returns, fund accounting and maintaining all documents and information necessary to apply for and retain §501(c)(7) status.

Section 8. The Board of Directors shall review annually all insurance policies of the Pool Association.

Section 9. The Board of Directors shall appoint a committee of Pool Association members to review the Bylaws of the Pool Association every five years.

Section 10. Monthly meetings of the Board of Directors of the Pool Association shall be the second Tuesday of the month at 7:30 p.m. or at the discretion of the President, or if a request for a meeting is made by two or more members of the Board. A quorum shall consist of a majority of the Board members. Except for extraordinary circumstances, Board meetings will be held at the Pool clubhouse.

Section 11. Between meetings of the Pool Association, the Board of Directors shall have the authority to manage the affairs of the Pool Association and to take any reasonable action necessary for the common good and protection of the Pool Association.

Section 12. The Board of Directors may approve expenditures not to exceed \$10,000.00 if such monies have not been allocated in the approved annual budget. Expenditures above this amount require approval at a special meeting and providing 7 days prior notice to all Pool Association members.

Section 13. The Board of Directors shall not make any commitment which would result in a change in the dues and fees structure of the Pool Association or the use of Pool Association property without calling a special meeting and providing 14 days prior notice to all Pool Association members.

ARTICLE VII - Duties of Officers

Section 1. The President shall serve as President of the Pool Association and as Chair of the Board of Directors. The President shall, with the advice of the Board of Directors, represent the Pool Association in dealing with various government agencies, membership organizations and the general public or appoint a representative in his/her place. The President shall appoint the chairs of all committees. The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 2. The Vice-President shall, in the absence of the President, act as President of the Pool Association and as Chair of the Board of Directors and shall succeed the President should that office become vacant

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during the term. The Vice-President shall be responsible for coordinating all committees and reporting on the committees' activities at all meetings of the monthly Pool Association and Board of Directors.

Section 3. The Secretary shall maintain records of all meetings of the Pool Association and the Board of Directors. The Secretary shall preserve the minutes, correspondence, and financial reports of the Pool Association.

Section 4. The Treasurer, with the advice of the Pool Association financial advisor (if one has been designated) shall maintain records of all financial transactions of the Pool Association including any special fund accounts in a manner consistent with and in furtherance of the Pool Association's §501(c)(7) tax status. The Board may appoint assistant treasurers to assist the Treasurer in maintaining the records of any special fund accounts. All payments shall be supported by invoices, receipts and other similar documentation. The President and Treasurer shall be authorized check-signers on all Pool Association bank accounts. Any assistant treasurers for special fund accounts shall be additional authorized check-signers for their respective accounts.

1. The Treasurer shall give a financial report for each regular meeting of the Pool Association and of the Board of Directors, which shall be recorded in the minutes.
2. The fiscal year is January 1 to December 31. The Treasurer shall prepare and circulate an operating budget for the next fiscal year in September for review by the Board of Directors. It shall contain adequate capital reserves to allow replacement of all major capital assets necessary for operation and maintenance of the pools and pool house on a regular schedule designed to keep the pools and pool house in good operating condition. The operating budget shall also be circulated to the pool membership before the November Membership Meeting. The budget shall be recommended by the Board of Directors to the Pool Association membership at its November meeting, and shall be adopted by the Membership unless it is rejected by a recorded vote of more than 65% of the Memberships present at that meeting.
3. The Treasurer shall cause to be prepared the annual report and tax returns of the Pool Association and shall ensure timely filings of these returns as required by law.

Section 5. Under the direction of the Treasurer, the financial records of the Pool Association may be reviewed annually by a financial advisor chosen by the Board of Directors.

Section 6. Contracting authority for individual items exceeding \$100 shall rest with the Board of Directors and not be delegated. The President and the Treasurer may authorize other contracting authorities for budgeted items.

ARTICLE VIII - Committees

Section 1. The Committees of the Pool Association may include:

- a. Membership/Social/Recreation
- b. Pool Management/Equipment/Security and Fire protection
- c. Facilities/Buildings and Grounds/Erosion Control
- d. Rental
- e. Swim Team

A list of current committees will be maintained on the BRPA website.

Section 2. The President shall have the authority to appoint additional committees or representatives as necessary to carry out the work of the Pool Association.

Section 3. The Vice-President shall coordinate the committees and have prepared reports of their activities for the Pool Association and Board of Directors meetings. Committee chairs shall prepare annual written reports for the Vice-President.

ARTICLE IX - Bonding and Insurance

Section 1. All authorized check-signers shall be bonded.

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Section 2. The Board of Directors shall maintain adequate Comprehensive, General Liability, and Directors and Officers insurance.

ARTICLE X - Voting

Section 1. Voting by proxy shall not be permitted at any meeting of the Association or the Board of Directors.

Section 2. No person shall have more than one vote, nor shall one membership qualify more than one person to vote.

Section 3. All votes shall require a simple majority of the eligible voters actually present at the Pool Association or Board of Directors Meeting at which the vote is held, except for annual budget approval as specified in ARTICLE VII, Section 4.b. above or unless a supermajority vote is required as specifically set forth in these Bylaws.

Section 4. A super-majority vote of the members present at a special meeting of the Membership shall be required as follows: 1) A supermajority of eighty percent (80%) of the members present at a special meeting of the membership shall be required to make any changes to Article IV or Article X, Section 3 or 4; 2) A supermajority of 65% of the members present at a special Meeting of the membership shall be required to make any changes to Article III; 3) a supermajority in excess of the ratio of the number of current Regular memberships plus five to the total number of current Regular and Charter memberships shall be required at a special meeting of the membership for the passage of any assessment, charge, or other special or onetime fee for any capital or operating expense. All votes which require a supermajority shall be recorded votes.

Section 5. The Board of Directors may provide for absentee voting on any resolution. The Board shall decide the method by which absentee voting shall be carried out. Any method decided upon shall include a ballot setting forth the resolution to be voted upon and the requirement that the ballot be returned to the Secretary of the Pool Association at a special time before the meeting at which the resolution is to be voted upon.

ARTICLE XI - Seal

Section 1. The seal of the Association shall be in such form as shall be approved by the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board of Directors.

ARTICLE XII - Order of Business

The order of business at Pool Association meetings shall include:

- a. Call to order/Quorum present
- b. Reading of the Minutes
- c. Report of the Treasurer
- d. Reports of the Committees
- e. Old Business
- f. New Business
- g. Announcements
- h. Program I. Adjournment

ARTICLE XIII - Amendments

Amendments to the Bylaws may be proposed at any meeting of the Pool Association. Except as provided in Article X, Section 4, if the proposed amendment is approved by a majority of the Pool Association members present, the President shall ask that a notice of the proposed amendment be conveyed to all Pool Association members at least 15 days before the next Pool Association meeting, stating that the amendment shall be presented for the second and final reading at the meeting. Except as provided in Article X, Section 4, the proposed amendment shall become effective immediately if approved by the majority of the Pool Association members present.

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ARTICLE XIV - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Pool Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Pool Association may adopt.

Revised March, 2021 and Adopted May, 2021:

2021 Bylaws Review Committee:

Cameron Arterton
Ed Coleman
Bill Davidson
Jay Green
Patrick Winterschladen

Revised November, 2013 and Adopted:

2013 Bylaws Review Committee:

Jay Green
Paul Behrends
Kurt Karsten
Bill Thomas

Revised November, 2011 and Adopted:

2011 Bylaws Review Committee:

Pam Jacobsen
Paul Behrends
Kurt Karsten
Sue Russell
Bill Thomas

Revised April, 2005 and Adopted:

2005 Bylaws Review Committee:

Carlene Cassidy
Paul Behrends
Kurt Karsten
Tom Stuckey

Revised April 20, 2000 and Adopted:

1998 Bylaws Review Committee:

Kurt Karsten
Bill Davidson
Diana Rode
Bruce Owen
Keith Porterfield

Original Adopted at the December 14, 1998
membership meeting.