

BY-LAWS
PICKET POST SWIM & TENNIS CLUB

ARTICLE 1
NAME & PURPOSE

The name of this non-profit corporation shall be the Picket Post Swim & Tennis Club (the “Corporation”). The object of its incorporation is to form a club (the “Club”) to promote social activity among its members through the conduct of social and athletic programs and to provide facilities for such activities.

ARTICLE 2
LOCATION

Section 1 The principal office of the corporation shall be located at 355 Chase Road, Wayne, Pennsylvania 19087. The location of the principal office may be changed by action of the Board of Directors.

Section 2 The Club facilities shall be located in the eastern part of Tredyffrin Township, Pennsylvania on the tract of land known as Chesterbrook Development.

ARTICLE 3
MEMBERSHIP

Section 1 The Board of Directors may from time to time establish new classes of memberships or change the provisions relating to existing classes of memberships.

Section 2 Persons, who shall be of good moral character, regardless of race, creed, color or national origin, shall be eligible for membership, with residents of Chesterbrook given first consideration until the maximum number of memberships is achieved.

Section 3 The rights and privileges granted to a member for the use of the Club facilities shall also be granted to all persons residing in the same household as the member so long as these persons are included on the membership list as household members.

Section 4 A Household Membership shall entitle a household to one vote annually and the right to renew the membership annually in accordance with Club rules and regulations.

Section 5 The total number of memberships in the Club shall be determined from time to time by the Board of Directors at their sole discretion. The Board, in this capacity, shall determine the availability and utilization of the Club’s facilities, the safety,

needs and pleasure of the membership in setting membership levels. The number of individuals will not exceed 1600.

Section 6 All members of the Club shall be accorded the facilities of the Club subject to the rules and regulations which shall be posted on the Club website only. If a member does not agree to changes to the by-laws, they have 30 days to terminate their membership and receive a pro-rated refund for any unused membership.

Section 7 All resignations must be presented in writing to the Club Manager. Any member may be suspended or expelled at the discretion of the Board of Directors for the will infraction of any By-Laws or ground or house rules, or for acts of conduct which may be deemed disorderly or injurious to the interests or hostile to the objects of the Club, or for failure to make prompt payment of dues and charges incurred. Any expelled member will not be allowed to enter the Club property even as a guest of a current member. If expelled before the membership term is up, pro-rated fees of the remaining membership will be returned to the expelled person.

Section 8 Deleted as of April 25, 2017

Section 9 Upon the death of any member leaving a spouse surviving, membership shall automatically pass to such spouse. Upon death of a member without a surviving spouse, the membership shall cease except that the Board of Directors may permit the membership to pass to another adult person living in the same household as the deceased member.

Section 10 Children who have achieved the age of sixteen (16) as of April 1 of the current Club year and who are members of existing member households may join the Club as individual members. Such individual members may be required to show proof of age with certified birth certificates at the discretion of the Board.

First time members who are at least eighteen (18) years of age as of April 1 of the current Club year will be granted membership upon presentation of proof of age. If memberships are available, current initiation fees will prevail.

Section 11 Deleted as of November 15, 2016

Section 12 Children, age 18 or older, residing with and dependent on their parents who are adult members may still be regarded as children for the purposes of dues calculations until they reach the age of 21 years by April 1 in any Club year.

Section 13 Employees of PPSC may use facilities with the exception of events designated for members only.

ARTICLE 4
DUTIES AND POWER OF BOARD OF DIRECTORS

Section 1 The property and business of the Corporation and the operation of the Club shall be managed by the Board of Directors (the “Board”)

Section 2 In addition to the general powers of the Board by virtue of its office and by the powers and authority expressly given by law, by terms of the charter of the Corporation and by other provisions of these By-Laws, the following specific powers are expressly conferred to the Board:

To purchase or otherwise acquire for the Corporation any property right or privilege which is authorized to acquire at such price or consideration, and upon such terms as it deems expedient; to enter into a management contract with an individual or a management concern for the operation of the Club facilities; to appoint, to remove or suspend subordinate agents or servants and to determine their duties and fix their salaries; to confer by resolution upon any officer or agent of this Corporation the power of permanently removing or suspending any subordinate officer or servant; to determine who shall be authorized, on behalf of the Corporation, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts and any other instrument; to delegate any of the powers as the Board may deem fit to grant; generally to do all such lawful acts and things as are not by law, or by charter, or by these By –Laws directed or required to be done by the members.

Section 3 The Board may constitute or appoint any Committees which it deems necessary for the proper functioning and management of the Club. Any member of the Club in good standing is eligible for membership on such committees.

Section 4 The Board shall have power to adopt any rules and regulations which deem proper controlling of the conduct of persons using Club facilities and such rules and regulations shall be posted on the Club grounds.

ARTICLE 5
BOARD OF DIRECTORS

Section 1 The Board shall consist of not less than five (5) or more than seven (7) Directors. The number of members of the Board may be increased by a vote of two-thirds of the membership of the Club entitled to vote. Board members must be Club members in good standing.

Section 2 The Board is to be elected by majority vote of the eligible and participating members in good standing by ballot after the annual meeting of the

membership of the Club. In the event of a tie for one or more vacant Board positions, the Board of Directors, at their option, will call for a runoff election or cast the determining vote at the next Board meeting.

Section 3 The term of office of the Directors shall be three (3) years.

Section 4 In the case of the death, resignation or disability of any of the Directors, the vacancy shall be filled by the Board for the unexpired term.

Section 5 Relatives of Board Members and Managers of the Club are eligible for employment at the Club. This by-law should be reviewed by the board every two years to determine if relatives should continue to be eligible for employment at the Club.

ARTICLE 6 OFFICERS

Section 1 The officers of the Corporation shall be President, Vice President, Secretary and Treasurer.

Section 2 All officers must be members of the Board.

Section 3 All officers shall be nominated and elected annually by the Board and their terms of office shall begin on the first day after the annual election.

Section 4 The terms of office of the officers shall be one year except where there is a resignation or death and until their respective successors are elected.

Section 5 In case of the death, resignation, or disability of any officer, the vacancy shall be filled by the Board for the unexpired term.

Section 6 The President shall be the Chief Executive Officer of the Corporation; he shall preside at all meetings of the members and Board; he shall see that all orders and resolution of the Board are carried out; he shall give general superintendence and direction to all other officer, agents and employees of the Corporation and see that their duties are properly performed; he shall submit a report of the operations of the Club for the previous fiscal year to the Board and members at the annual meeting of the Corporation; and from time to time shall report to the Board all matters within his knowledge that may affect the Corporation and the Club; he shall be ex-officio a member of all standing committees and shall have the power and duties usually vested in the office of President in a corporation; he shall appoint committees subject to confirmation by the Board.

Section 7 The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter and shall have such other duties as may, from time to time, be determined by the Board. In the event that the

President shall be absent at any meeting, the Vice President shall preside, and if he is not present at the meeting, the Secretary or Treasure shall preside.

Section 8 The Secretary shall attend all session of the Board and all meeting of members and act as Clerk thereof; shall certify and record all votes and minutes of all proceedings in a book to be kept for that purpose; shall send notices of all meetings to the members of the Board; and shall perform such other duties as may be prescribed by the Board or the President under whose supervision he shall be the custodian of the corporate seal, safe deposit box, and all of the books and records of the corporation.

Section 9 The Treasurer shall attend all sessions of the Board and act as the Chief Financial Officer of the Corporation; shall oversee the Club's investments to maximize income, shall be responsible for the weekly, monthly and annual financial reports and coordination of the outside audit with the Corporation's CPA and shall be responsible for all contracts with major outside vendors (i.e. insurance, vending, lawn care, etc.) and for the annual budget.

Section 10 The Board may require such officers and employees, including a business manager, if any, to be bonded as it may deem necessary for any amount as it may deem requisite.

Section 11 Each person who serves as a Director or officer shall be indemnified by the Corporation against expenses actually and necessarily incurred him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a Director or Officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding, to be liable for gross negligence or willful misconduct, and except for any sum paid for the Corporation or Club in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his duties.

Section 12 A Board member shall serve as chairman of all Board Committees. The number and maximum membership of all Board committees shall be determined by the Board annually.

ARTICLE 7 MEETINGS

Section 1 A general membership meeting shall be held annually at the time and place designated by the Board. The annual meeting may be adjourned from day to day.

Section 2 The Board shall meet at least two (2) times a year in addition to the annual meeting which shall take place following the annual meeting of the membership.

Section 3 A special meeting of the general membership may be called by the President at such time as he may deem necessary.

Section 4 Special meetings of the Board of Directors shall be called by the President whenever he shall deem necessary.

Section 5 Each member shall be entitled to ten (10) days' notice of any meeting of members. Each Director shall be entitled to three (3) days' notice of any meeting of the Board.

Section 6 The Order of Business at all annual meetings of the membership shall be as follows;

- a. The noting of members present
- b. Report of the Board President
- c. Reports of Treasurer and other officers
- d. Reports of special committees and consideration of any resolutions thereto attached
- e. Nomination of Directors
- f. Deferred Business
- g. New Business

Section 7 Unless otherwise provided by law, whenever any notice is required to be given by the provisions of the By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notices whether before or after the time stated therein, shall be equivalent thereto.

Section 8 A quorum for the purpose of holding any meeting of the membership shall be a majority of those in attendance entitled to vote at such meetings.

Section 9 A quorum for the purpose of holding a meeting of the Board shall be a majority of the Board.