**SOMERSET HILLS ESTATES ASSN.**

**BY-LAWS**

Revised September 18, 1978

Revised March 7, 1981

Revised May 25, 1996

Revised September 28, 1997

Revised September 27, 1998

Revised May 19, 2004

Revised May 26, 2012

Revised May 26, 2013

Revised January 30, 2015

**ARTICLE I – NAME**

The organization shall be known as “The Somerset Hills Swim Club”.

**ARTICLE II – OBJECTIVE**

The objective of this organization is to promote the general welfare of its membership through construction of and operation of a swimming pool and other recreational facilities.

**ARTICLE III – GOVERNMENT**

Section 1 – The organization shall be governed by a Board of Trustees consisting of a minimum of nine members.

Section 2 – At the first annual meeting of the membership, a new board shall be elected according to the following schedule: 9 Board of Trustees (minimum), each holding office for two years. As their terms of office shall expire, they will be replaced by elections to be held at the annual meeting of the membership. The electees shall then serve two year terms.

**ARTICLE IV – DUTIES OF THE BOARD OF TRUSTEES**

Section 1 – The duties of the Board of Trustees are defined as:

1. Transact all club business.
2. Make, amend and enforce rules and regulations for the use of club property.
3. Appoint and remove officers and employees as it may deem necessary, and fix their duties and compensation.
4. Elect members of the association as prescribed in Article VI.
5. Elect from their own membership a president, a vice-president, a secretary and a treasurer, all of whom shall serve without compensation.
6. Create such additional officers as may be deemed necessary for efficient operation of the organization, such officers to be selected from club membership.
7. Constitute and appoint committees and define their responsibilities.
8. Fill any vacancies in the membership of the board to serve until the next annual meeting of members.

Section 2 – The Board of Trustees shall always require that at least two (2) of the officers sign all such checks, drafts, etc., for the payment of money in the name of the organization.

Section 3 – The Board of Trustees shall cause the books of the organization to be audited annually by auditors who shall not be members of the board. The auditor’s report shall be made available to the membership.

Section 4 – The Board of Trustees shall meet at least three times a year. Included among these meetings shall be the following:

1. In May there shall be an annual meeting of the membership for the purpose of electing new board members, presenting committee reports and for the transaction of such business as may require action by the association membership.
2. In February there shall be a meeting of the board to approve the budget for the ensuing year.

Section 5 – At all meetings of the board, a quorum shall consist of six (6) members.

Section 6 – Nothing in these By-Laws shall be construed to permit the Board of Trustees to borrow or pledge the credit of the association without specific approval of majority of the membership present at a duly held meeting.

Section 7 – Any member of the board may be removed from office by a majority vote of the membership present in person at a meeting or by a majority vote of the Board of Trustees.

**ARTICLE V – OFFICERS**

Section 1 – The officers of the association shall be president, vice president, secretary, treasurer and additional officers as deemed necessary by the Board of Trustees to carry out the business. The officers shall hold office for 2 year terms, ending with the first meeting of the Board of Trustees following the Annual Meeting of the association in May. The outgoing president shall conduct the meeting until a new president is selected.

Section 2 – The president shall preside at meetings of the Board of Trustees and general meeting of the association. He shall appoint committees and name the chairman thereof, who may be selected from the Board of Trustees, and act, ex-officio, as a member of all committees.

Section 3 – The vice president, in the absence of the president, shall act in his stead. He shall also act, ex-officio, as a member of all committees.

Section 4 – The secretary shall send out notices of meetings of the association and Board of Trustees, keep minutes and carry out correspondence. He shall perform any other duties as pertaining to his office or as required by the Board of Trustees.

Section 5 – The treasurer shall attend to keeping to accounts of the association, collection of dues, and paying bills on expenditures approved by the Board of Trustees. He shall pay all necessary taxes and file all required returns. He shall deposit funds of the association in such bank as authorized by the board. He shall perform such other duties pertaining to his office as may be asked by the Board of Trustees.

**ARTICLE VI – MEMBERSHIP**

Section 1 – Membership in this association shall consist of two classes:

1. Resident – property owners residing in Section 1, 2 and 3 of Somerset Hills Estates. All such residents are eligible.

Amendment 1 – Star View Way from Stella Drive, terminating at Claire Drive-East, is included in the resident membership area.

1. Non-resident – those approved by the Board of Trustees but not eligible for resident membership.

Both classes of members shall have equal privileges, except as described otherwise in these by-laws. (Rev. 3/7/81)

Section 2 – A membership unit shall consist of members of a household in residence.

1. A member consists of a family unit in permanent residence within the household.
2. A junior family member who attains the age of 21 no longer living within the residence is no longer considered a member and will be responsible for separate membership.
3. A single nanny/babysitter may act as parent or accompany the parent.

Section 3 – Membership of the organization may include both Resident and Non-resident members with a total membership not to exceed one hundred twenty five (125) members. Additional couple and single memberships may be added at the discretion of the board.

Section 4 – Any member of any class may, for cause, and having been given an opportunity for hearing before the board, be suspended for a period of time determined by 2/3rds votes of the board or expelled by a unanimous vote of the board.

Section 5 – Application to the association must be made in writing to the chairman of the membership committee. A resident is eligible for membership immediately, provided space is available. Non-resident memberships are to be brought before the board in the order that the applications are received. If a non-resident chooses not to join the association when he is approved, his application becomes void.

Section 6 – All members shall abide by the pool rules including but not limited to the Alcoholic Beverage Consumption Policy referenced therein and attached hereto as Attachment B.

**ARTICLE VII – BOND, DUES AND FEES**

Section 1

1. The Board of Trustees, after the new budget has been drawn up at the February meeting, shall establish the dues for the ensuing year.
2. Dues shall be sufficient to provide for the necessary operating expense of the club, to provide for proper maintenance and improvement, and to provide for any reserve funds approved by the board.
3. Dues invoices shall be mailed by March 15th and shall be payable on or before April 15th of each year. Dues not paid by that date will be subject to a penalty established at the discretion of the board. No membership privileges will be extended to any bondholder until all fees have been paid in full.

Should a bondholder not plan on returning, written notification must be given to the pool on or before the fifteenth of April of that summer session. Written notification shall be submitted to the Board of Trustees by completing the Somerset Hills Swim Club Membership Resignation Form, attachment A. Failure to notify the pool by April 15th will result in penalties at the discretion of the board, including forfeiture of bond and membership.

Section 2

a) All new members accepted into the club shall be required to purchase a bond in the amount of not less than six hundred and fifty dollars ($650.00).

b) The bonds shall not be transferable and shall contain an appropriate notation to the effect on the face of the bond.

c) Each bond shall become null and void upon the date that the holder thereof ceases to be a member for any cause. Each bond shall be redeemed in the chronological order in which the memberships terminate and payment shall be made at the discretion of the Board of Trustees, as soon as the bond is repurchased by an incoming member. Intent to withdraw shall be given to the Board of Trustees in writing, and the date of receiving such written notice of resignation will establish the refund order of bond redemptions. Please refer to Article VII, Section 1.

d) A bond may be sold if a member sells his home. Intent to sell the bond shall be given to the bond administrator, in writing, and the bond will then be reissued in the new member name.

e) Partial bonds are not refundable.

Section 3 – In the event of the dissolution of the organization in any manner or for any cause, and in no other event, upon the effective date of the dissolution of the organization, bonds shall be a lien upon the proceeds of the sale of the property of the organization after the payment of all just debts and obligations to the extent of the value of the bonds subject to set-off all debts, dues and obligations owed by the holder of the bond. After payment of all bonds outstanding on the effective date of dissolution of the organization, the surplus remaining shall be distributed and paid pro rata among the membership in good standing on this effective date.

Section 4- Upon cessation of membership for any cause, all indebtedness owing to the organization by the bondholder shall be a lien upon and charged against his bond. The bond may be taken over by the organization to satisfy such indebtedness. In the event that the organization is unable to obtain possession of the bond, it may be canceled on the books of the organization, and the new bond issued in place thereof, to a newly elected member on payment by him to the organization. In case of enforcement of a lien, as herein provided, neither the signature of the holder no delivery of the bond by requisite to perfect the transfer to the organization or to a new possessor, and the treasurer is hereby authorized, as attorney of the holder of such bond, to make such transfer. Every bond issued is expressly subject to the provisions of this section.

Section 5 – Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by guests introduced by them.

**ARTICLE VIII – MEETINGS**

Section 1

1. Every attempt will be made to hold the annual meeting of the association during the month of May.
2. The annual meeting shall be held for the purpose of electing trustees, hearing committee reports and transacting business of the association.

Section 2 – Special meetings of the association may be called by the Board of Trustees. The secretary shall call a special meeting within thirty (30) days after receiving a written request signed by ten members. Special meetings may be held within one week after mailing or emailing notices stating the purpose of the meeting to all members. No other business shall be transacted.

Section 3 - The Board of Trustees will be permitted to call for votes from the membership, using an online survey mechanism, when there is an important issue for consideration. Online voting will be used when time is of the essence and a decision is needed before the annual meeting for planning purposes related to the upcoming season.

Section 4 – Members shall be entitled to vote at meetings of the association, each bond having one vote. Absentee ballots will be valid if properly signed by the absentee and delivered to the president. Votes by email are permitted.

Section 5 – a quorum shall be at least fifteen (15) members present during the entire meeting.

Section 6 – Notices of the association annual meeting must be mailed to the last known address of a member. Such notice will be included in the pool’s annual mailing, to be completed by March 15th each year. Notices of special meetings shall be distributed by email as well as posted on the pool’s web site.

Section 7 –

1. The Board of Trustees may arrange a schedule of its meetings and rules.
2. The president of the Board of Trustees, through the secretary, may call special meetings of the board upon the request of two members of the board.

**ARTICLE IX – NOMINATIONS**

Section 1 – There shall be a board consisting of a minimum of nine members, elected for two year terms. This board will be nominated by a quorum representing the general membership of the pool. A vacancy occurring on the board during the middle of a two year term may be filled by nomination and majority vote of the existing board.

Section 2 – An individual may be nominated from the floor at the annual meeting, provided the nominee is present and is willing to serve.

**ARTICLE X – COMMITTEES**

Section 1 – The standing committees can be Pool and Grounds, Certified Pool Operations, Social, Lifeguards, Swim Team, and Membership, and the duties and powers assigned to these committees shall be subject to the authority of the Board of Trustees.

Section 2 – The Pool and Grounds committee shall oversee the care of the property, including the scheduling of lawn services, and such other duties as assigned by the Board of Directors.

Section 3 – The CPO shall supervise the operation and maintenance of the pool including the pump house, diving boards, ladders, benches, starting blocks, chemicals, water testing, pool plumbing, concrete around the pools, and such other duties as assigned by the Board of Trustees.

Section 4 – The Social Committee shall supervise the operation of the following events: opening picnic, Splish Splash, and such other duties as assigned by the Board of Trustees.

Section 5 – The Lifeguard Committee may supervise the selection, orientation, scheduling, and performance of the lifeguards, including pool rules, swimming lessons, first aid kit, cleaning supplies, and such other duties as assigned by the Board of Trustees.

Section 6 – The Swim Team Committee shall represent the pool at all New Jersey Swimming and Diving meetings. They shall order the end of season gifts for the swimmers and all meet ribbons. The Committee shall coordinate and supervise all swim team related activities including season schedule, practice, clinics and instruction schedule, and team supervision.

Section 7 – The Membership Committee shall contact all new residents and other prospective members, describe pool activities and send out pool mailers, maintain the member waiting list, welcome each new member with by-laws and copy and explanation of rules, collect bond from resigned members, maintain membership list and guest book, and such other duties assigned by the Board of Trustees.

**ARTICLES XI – INDEMNIFICATION OF OFFICERS**

Section 1

1. Each person who acts as a Trustee or officer of the organization shall be indemnified by the organization against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made party by reason of his being or having been a Trustee or officer of the organization, except in relation to matters as to which he shall be adjudged in such misconduct, and except any sum paid for the organization in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his duties.
2. The right of indemnification provided herein shall inure to each Trustee and officer referred to, whether or not he is such Trustee or officer at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal representatives.

**ARTICLES XII – INTERPRETATION AND AMENDMENT**

Section 1 – Any question as to the meaning for proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Trustees.

Section 2 – These By-Laws may be amended by a two-thirds (2/3rds) vote of active members present in person at any meeting of the organization, or responding to online survey, provided at least five (5) days notice of such amendment by mail or email shall be given to each such member.

Section 3 – Meeting shall be conducted under Robert’s “Rules of Order”.

**-END OF BY-LAWS-**

Attachment A

**Somerset Hills Swim Club Membership Resignation Form**

*Resignation Policy & Procedure*: It is the policy of Somerset Hills Swim Club to require written resignation from families choosing not to continue with their club membership, to be received by the Board of Directors by April 15th of that summer season. Failure to complete the form below, and submit on time, will result in penalties at the discretion of the board, including forfeiture of bond and membership.

Once a notice of resignation is received by the Board of Directors, the next family on the wait list will be contacted to fill your spot. Each bond shall be redeemed in the chronological order in which the memberships terminate and payment shall be made at the discretion of the Board of Trustees, as soon as the bond is repurchased by an incoming member. You will be asked to mail your original bond certificate back to the pool. Upon receipt of your bond certificate, your bond monies will be refunded to you. *Depending on Membership interest, wait time for the refund of bond funds could be in excess of one year.* If you are in the process of moving, please include your new address so that the bond funds can be sent to the correct address.

Please complete the form below and return it to:

Somerset Hills Swim Club

PO Box 6711

Bridgewater, NJ 08807

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Family Resigning: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Mailing Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Reason for Resignation (optional, but feedback is much appreciated):\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

I understand the resignation policy and procedure outlined above.

Member Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Attachment B

ALCOHOLIC BEVERAGE CONSUMPTION POLICY ON POOL PREMISES

The Somerset Hills Swim Club (“SHSC”) does not manufacture, distribute, sell, serve, furnish or provide alcoholic beverages of any kind and does not have a license to do so. Members aged 21 years and over may bring alcoholic beverages to SHSC during normal operating hours for their own personal consumption and for the consumption of those in the Members' party who are aged 21 years and over. Members who do so shall assume full responsibility for their consumption of alcoholic beverages on the Pool premises and for complying with the laws of the State of New Jersey regarding consumption of alcoholic beverages. Neither SHSC, nor its Officers and Board of Trustees, shall bear responsibility for any injury, damage, loss, cost or expense resulting from, arising out of or related to the bringing of alcoholic beverages onto the Pool premises or the consumption of alcoholic beverages on the Pool Premises.

No glass containers (including glass containers in which an alcoholic beverage was originally bottled or sold) are permitted on SHSC premises.

Intoxicated persons anywhere on SHSC premises will not be tolerated. Members and their guests who consume alcoholic beverages on SHSC premises shall do so responsibly and shall refrain from conducting themselves in such manner as would constitute a nuisance to other SHSC Members, their guests, SHSC staff or any other person. Any person who is intoxicated or is suspected of being intoxicated shall be removed from SHSC premises by the pool manager or lifeguard on duty. Any Member who is removed from the SHSC premises for intoxication on more than one occasion shall be subject to having their membership terminated by the SHSC Board of Trustees. If membership is revoked due to intoxication, the offending Member's dues for that year shall be forfeit and SHSC shall have no obligation to refund any portion of that Member's dues. Any guest who is removed from the SHSC premises for intoxication shall be banned and guest privileges may not be extended to that person by any Member for the remainder of the season.

The foregoing Policy notwithstanding, no person shall consume alcoholic beverages on SHSC premises during Swim Team meets or competitions.