Approved at the 8-24-2025 General Membership Meeting

BY-LAWS OF THE CHAPEL GATE SWIMMING CLUB

ARTICLE I
Name

The name of the Club shall be the Chapel Gate Swimming Club, a Pennsylvania corporation.

ARTICLE II
Purpose

The purpose for which this Club is formed is to promote the health and general welfare of its members and, in pursuance thereof, to construct, own and operate a swimming pool and other recreational facilities, together with such incidental objects as appropriate in the conduct of its activities, for the exclusive use of its members.

ARTICLE III
Governance

Section 1.
The Club shall be managed by a Board of Directors.

Section 2.
There shall be 15 members of the Board of Directors, 14 of whom shall be elected from and by the membership at large, by vote of a majority of the voting members attending the annual meeting. These 14 directors shall be elected to two (2) year terms. The office of the President will be a one (1) year term and be elected by the Board of Directors at the August Board of Directors Meeting each year for the upcoming season. Six (6) directors shall serve as officers, as set forth in ARTICLE V, and nine (9) directors shall serve as chairpersons for the standing committees, as set forth in ARTICLE X. In accordance with ARTICLE VIII and ARTICLE IX of these By- Laws, a slate of nominees and proposed positions shall be presented to the general membership prior to each annual meeting. At each annual meeting, directors shall be elected to replace directors who have completed their two (2) year terms and directors who have ceased to serve as directors for any other reason. New directors will begin their terms October 1st of the year they are elected. No officer may succeed himself/herself in the same office unless the Board deems it necessary. No more than nine (9) directors shall be elected in any given year. In the event that the immediate past President is not an elected director during the year after his or her term as President, then he or she shall be an *ex-of icio* member of the Board of Directors and

during that year, the Board shall be composed of sixteen (16) members.

Section 3.

Special Rule of Order. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the club and any other special rules of order the club may adopt.

ARTICLE IV

Duties

Section 1.

Consistent with these By-Laws, the Board shall:

(a) Transact all Club Business and establish and amend Rules and Regulations for the regulation of use of Club property. It may appoint and remove such officers, clerks, agents, servants, or employees as it may deem necessary and may fix their duties and compensations. Fix, impose, and remit penalties for violations of these By-Laws and Rules and Regulations of the Club.

(b) Constitute and appoint committees and define the powers and duties of the same.

(c) Fill any vacancy in the membership of the Board of Directors, in which event said interim Director shall serve until the next Annual Meeting of the Active members. (d) Approve or reject applications for membership. (e) Maintain a Procedures Manual, a detailed description of job procedures of the Board Members. Each director shall be responsible for updating his or her job procedures at the end of his or her first year in office. The President shall keep the Procedures Manual during his or her office term.

Section 2.

The Board of Directors shall designate the bank or banks in which 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 executed. The Board of Directors shall require that two officers sign all checks, drafts or other instruments over the amount of FIVE THOUSAND DOLLARS ($5,000.00) for the payment of money drawn in the name of the Club. These two officers may be bonded if requested by the general membership. The checkbook shall be available for review by the Board of Directors at each meeting of the Board.

Section 3. The Board of Directors shall cause the books of the Club to be reviewed annually by a committee consisting of two board members and at least one at large member of the club. The results of this review will be made available to the general membership upon request. Section 4.

(a) The Board of Directors shall hold its first meeting following the Annual Meeting of the members in each year as promptly as practicable.

(b) The Board of Directors shall meet at least once per month during the months of March, April, May, June, July, August, and September, and at such other times and intervals as they may deem necessary.

(c) Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon the request of two (2) members of the Board.
(d) Notice of the Board meetings shall be made to each member of the Board by telephone or mail (including electronic mail) at least three (3) days before the date of the meeting.

(e) Six (6) members of the Board shall constitute a quorum.

(f) In acknowledgment of the time and effort required from board members an honorarium is awarded to each board member. The honorarium will be awarded in September for the past years' service, in the amount of TWO HUNDRED DOLLARS ($200.00). Board members are required to attend board meetings. At the conclusion of a board member's term the board member will provide his or her successor with a succession plan. Each board member will present a report to the membership at the Annual Meeting.

Section 5.

In the event a question before the Board of Directors results in a tie vote which cannot be resolved, the question shall then be submitted to the membership for decision.

Section 6. Nothing in these By- Laws shall be construed to permit the Board of Directors to borrow funds or pledge the credit of the Club without specific approval of the membership at a duly held meeting.

Section 7. Any member of the Board of Directors may be removed from office by a majority vote of the membership present in a person or represented by proxy at either an Annual Meeting or a Special Meeting called in accordance with these By-Laws.

ARTICLE V
Officers

Section 1.

The Officers of this Club shall be a President, a Vice-President, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer, who shall be elected in a manner as more fully set forth in ARTICLE III, Section 2.

Section 2.
The President can only be elected after serving at least one two year term in another capacity on the board. The President shall preside at the meeting of the Club and of the Board of Directors. He or she shall be the administrative officer of the Club.

Section 3.
The Vice-President, in the absence or disability of the President, shall act in his or her stead, assist the President where needed, and perform other duties as requested by the Board of Directors. In addition to these duties, the Vice President will serve as Chairman of the long range planning committee and be responsible for reporting to the board of directors the upcoming major capital expenditures of funds. The Vice President may, with the board's approval; designate a chairman of the long range planning committee. The Vice President will remain a member of the long range planning committee.

Section 4.
The Secretary shall send out the notices of the meetings of the Club and of the Board of Directors; record, keep and distribute copies of the minutes to each member of the Board, and attend to the correspondence. In addition, he or she shall perform such other duties pertaining to this office as may be required of him or her by the Board of Directors.

Section 5.
The Treasurer shall attend to keeping the accounts of the Club, and collecting its revenues. He or she shall deposit funds of the Club received by him or her in the name of the Club, in such depository as may be authorized by the Board. The treasurer shall be responsible for obtaining and carrying proper liability insurance and fire and property damage insurance. The Treasurer shall also assist and report on activities of the accountant, if any, retained by the Club.

Section 6.
The title of the Assistant Secretary shall be changed to the Assistant Membership Chair. The Assistant Membership Chair, in the absence or disability of the Membership Chair, shall act in his or her stead, shall retrieve mail at the post office during the enrollment period for the swim season, and send checks to the Treasurer or deliver them to the Treasurer at the next board meeting. The Assistant Membership Chair shall become familiar with the software utilized by the club for membership management; shall maintain a spreadsheet for the current season for all

payments received electronically or by check for each current, new, wait-listed and resigned members. The Assistant Membership Chair shall provide printouts of any of the numerous reports requested by the Membership Chair; assist the Membership Chair where needed and shall perform other duties as required by the Board of Directors. In addition, the Assistant Membership Chair, in the absence or disability of the Membership Chair, shall act in his or her stead, will perform the duties of the Membership Chair. The Membership Chair shall investigate and report to the Board of Directors upon the desirability of applicants for membership and shall solicit members when necessary.

Section 7.
The Assistant Treasurer, in the absence or disability of the Treasurer, shall act in his or her stead, shall pay all bills as approved by the Board of Directors, shall assist the Treasurer where needed and shall perform other duties as requested by the Board of Directors. The Assistant Treasurer shall also assist and report on the activities of the bookkeeper and/or payroll service, if any, retained by the Club.

ARTICLE VI
Membership /

Section 1.
The four classes of membership shall be:

(a) Family Membership. A family shall constitute a Family Membership. A family unit is up to two adults who live under the same roof and their unmarried children, or children under legal guardianship of the member and who are under twenty-five (25) years of age.

Family groups not in conformity with the above shall not be considered a family unit, but may be given special consideration by the Board of Directors for Family Membership. The Board of Directors shall have no duty to grant such special consideration. Extended family members, child care givers and employees shall not normally be considered to be members of a family unit. In the event of a divorce, the Board must be notified, in writing, indicating which party is to maintain the membership. Failure to do so will result in termination of the membership. A Family Membership shall be entitled to one (1) vote at any general membership meeting.

(b) Individual Membership. An Individual Membership shall be available to any

individual who has attained the age of eighteen (18) years of age and is not entitled to use Club facilities by virtue of a Family membership as stated above. An Individual Member shall be entitled to one (1) vote at any general membership meeting,

c) Senior Membership. A Senior Individual Membership is available to individuals who are sixty-five (65) years of age or older. A Senior Member shall not be entitled to vote.

(d) TenuredMembership. A Tenured Individual Membership is available to individuals and/or their spouses who have held a bonded membership in the Club for 10 years or more and have attained the age of 55 . The spouse of a Tenured Member shall automatically qualify for senior membership status if converting from a Family Membership. The children/dependents of Tenured Members shall not be entitled to use the Club's facilities except as guests. A Tenured Member shall not be entitled to vote.

Section 2.
The maximum number of Family Memberships of the Club shall be established as three hundred and seventy (370). The maximum number of Individual Memberships shall be established as fifty five (55). The maximum number of Senior Memberships shall be fixed at thirty (30) There shall be no limit to the number of Tenured Memberships.

Section 3.
The Board of Directors shall vote upon applications recommended by the Membership Committee. Approval by two-thirds (2/3) of the Board members present will constitute approval of the membership request. If an application is approved, but no membership in the requested category is available, then the applicant shall be placed on a waiting list. When a membership becomes available, the Board of Directors shall vote on whether to offer a membership to the next applicant on the waiting list; approval by two-thirds (2/3) of the Board members present is required.

Section 4.
Members may request a change in class of membership by writing to the Board of Directors. All requests must be in writing.

Section 5.
Any member of the Club may withdraw at any time. A member wishing to withdraw (resign) from the Club must sell his or her membership to the Club; his or her membership may not be

sold or assigned to anyone but the Club. Resignations must be made in writing to the Board of Directors, The postmarked date of the letter of resignation shall be the date of resignation, Refund of membership fees and the current year's dues, if already paid, is subject to Article VII, Section 4.

Section 6.
All classes of members of the Club shall be accorded the facilities of the Club subject to the Club Rules and Regulations, which shall be posted at all times on the Club property. (a) The Board of Directors shall by the rule fix the terms and conditions upon which guests of members may use the facilities of the Club.

(b) Any property of the Club broken or damaged by a member of any class, or his or her guest, shall be promptly paid for by such member. No person shall take any article belonging to the Club. Any debt due to the Club at the time of the member's resignation may be deducted from the redeemed value of the member's one share. Failure to pay any debt due the Club shall result in suspension of Club privileges.

Section 7.
The Board of Directors, at its discretion, may re-elect a member who has resigned (subject to the membership limitations as set forth in ARTICLE VI, Section 2) upon purchase of one (1) share in the Club as set forth in ARTICLE VII, Section 1, provided such ex-member was in good standing at the time of resignation.

Section 8.
A member may request to go on hiatus (inactive membership) for one (1) year. This may only be granted if a new member of the same membership class is approved as a replacement. The member on hiatus must retain his or her share in the Club, but no dues for that year need to be paid. The member on hiatus may only become an active member again when a vacancy occurs. The member on hiatus will receive first priority for active membership for the following year, or earlier, if he or she requests to return during the hiatus year. While a member is on hiatus, he or she shall not be entitled to Club privileges.

ARTICLE VII
Dues and Fees

Section 1.
[Previous fee schedule in Section 1, repealed by amendments to Section 3 below.] The Family Membership fee shall entitle the Member to one (1) share in the Club. The Individual Membership fee shall entitle the Member to one (1) share in the Club. Seniors and Tenured

Memberships shall have no share in the Club.

Section 2.

Regarding the payment of fees when a Member changes from one class of membership to another:

(a) An Individual Member changing to a Family Membership shall pay the difference between the Individual Membership fee actually paid, as stated on his or her original application, and the current Family Membership fee,

(b) A Family Member changing to an Individual Membership shall be paid by the Club the difference between the refundable portions of the Family Membership fee, as stated on his or her original application, and the current Individual Membership fee.

Section 3.

Dues for Family Membership shall be SEVEN HUNDRED TWELVE DOLLARS ($712.00).

Dues for Individual Membership shall be one-half the dues for Family Membership; THREE HUNDRED FIFTY SIX DOLLARS ($356.00).

Dues for each Tenured Member shall be one-half the dues for Individual Members; ONE HUNDRED SEVENTY EIGHT DOLLARS ($178.00).

Dues for Senior Membership shall be Individual Membership less a 10% discount; THREE HUNDRED TWENTY DOLLARS ($320.00).

Section 4.

No membership may be sold or assigned to any entity except the Club.

(a) Unless a different amount is specified on the Member's original application, the share of a resigning Family Member in good standing will be redeemed for THREE HUNDRED DOLLARS ($300.00) and the share of a resigning Individual Member in good standing will be redeemed for ONE HUNDRED FIFTY DOLLARS ($150.00), when a new member elected to membership to replace the resigning member has paid his or her appropriate bond and dues.

(b) A member resigning before the Club's opening date shall receive a refund equal to one hundred percent (100%) of the current annual dues for the appropriate class of membership when that open slot has been filled. A member resigning in the period from the open date to June 30 shall receive a refund of one-half (1/2) the current annual dues for the appropriate class of membership. There will be no refunds for resignations

received after June 30.

Section 5.

Any membership fees or dues may be changed upon recommendation of the Board of Directors and upon two-thirds (2/3) affirmative vote of a quorum of the voting membership at a meeting of the membership, provided also that ten (10) days written notice of such meeting be given to each member as described in ARTICLE VIII, Section 1, Part (d), which notice shall state the recommendation of the Board of Directors regarding such change in membership or dues.

Section 6.

Membership fees must be paid in full when such a member is elected to membership and before Club privileges are extended. Failure to pay within two (2) weeks of the date of the offer letter shall result in a withdrawal of the offer.

Section 7.

Dues are due and payable in full, or a written request for hiatus is due, without written notice given to any member, on or before April 1st of the membership year. The Board of Directors may, however, accept payment of dues (Family, Individual, Senior, or Tenured) or written request for hiatus with an added charge in the time periods and amounts as follows:

POSTMARKED DATE, ADDED CHARGE

April 2 through April 15, 10%

April 16 through April 30, 20%

If dues plus late period charges are not paid in full by April 30, the member shall be involuntarily resigned from the Club. The member's share will be bought by the club for the appropriate price less a ONE HUNDRED DOLLAR ($100.00) penalty fee. Payment shall be made when the membership roster is filled and new members elected. Added charges shall not be applicable to any new member in the year of election to membership if the new member is notified of election after April 1st, but the new member shall be required to pay dues within two (2) weeks of the offer of membership.

Section 8.

Notwithstanding Section 7 of this ARTICLE VII, any member who is delinquent in payment of dues shall be notified by the Assistant Secretary immediately in writing of such delinquency. The Board of Directors may reinstate any member expelled for nonpayment of dues upon good

cause shown if such member pays his or her dues and added late charge in full and meets all other requirements.

Section 9.
In the event that the Board of Directors grants special consideration pursuant to ARTICLE VI, Section 1(a), temporarily enlarging the family unit, it shall set as additional dues an amount no less than the annual dues for Individual Members.

ARTICLE VIII
Annual Meeting of the General Membership

Section 1.

(a) The Annual Meeting of the Club shall be held on Sunday, eight (8) days before Labor Day, on Club grounds or virtually as needed, at a time the Board of Directors may determine. (b) The Annual Meeting shall be for the purpose of electing Directors, presenting committee reports, amending the By- Laws and for the transaction of such other business as may be indicated in the notice of the meeting or may be brought up before it.

(c) Notice of the Annual Meeting shall be posted at the Club and be given by mail (including electronic mail) to the members at least fourteen (14) days prior thereto, The notice of the Annual Meeting shall include the names of the candidates nominated by the Nominating Committee and the positions which the Committee proposes be held by each candidate.

(d) The By- Laws may be amended by a two-thirds (2/3) vote of the active voting members present in person or in attendance virtually at any meeting of the Club, provided at least ten (10) days notice of such amendment shall be given by mail (including electronic mail) to each member by the secretary. The agenda for the amendment(s) to the By-Laws for consideration at the Annual Meeting shall be set three (3) weeks prior to the said meeting by the Board of Directors, and may be supplemented from the floor by a recommendation of ten (10) per cent of the voting membership determined July 1. The agenda set thereby may be amended at the meeting by the President with concurrence of two-thirds (2/3) of the Board members present at the meeting or in attendance virtually.

(e) Special meetings of the Club may be called by the Board of Directors. Also, upon a written request of ten (10) members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary and shall be held within thirty (30) days. Notice of special meetings shall be given by mail (including electronic mail) to all

members at least ten (10) days prior to said meetings. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereat.

Section 2.

Those voting members in attendance in person or virtually at any regular membership meeting, with notice having been given as stipulated in Section 3(a) above, shall constitute a voting quorum at all meetings.

Section 3.

Whenever a By-Laws notice to members is required, the mailing (including electronic mail) of such notices to the last known address (or electronic mail address) of the members shall constitute notice.

ARTICLE IX
The Nominating Committee

Section 1.

(a) There shall be a Nominating Committee to be comprised of five members of the Club elected at the Annual Meeting of the Club, A vacancy occurring on the Committee shall be filled by the Board of Directors,

(b) The Nominating Committee shall nominate the candidates for the Board of Directors, and shall report such nominations in writing to the Secretary three weeks prior to the date of the Annual Meeting. The Personnel Committee chairperson shall serve as the Nominating Committee chairperson.

Section 2.

Additional nominations may be made from the floor at the Annual Meeting.

ARTICLE X
Committees

Section 1.

(a) The standing committees shall be Communication, Membership, Personnel, Pool and Grounds, Rules and By-Laws, Snack Bar, Social, Swim Team, and Tennis.

(b) The duties and powers assigned in these By-Laws to the standing committees shall be subject to the authority of the Board of Directors.

Section. 2.

The Pool and Grounds Committee shall exercise supervision over the pool and grounds; shall attend to the improvements and maintenance of the pool, buildings, operating equipment, and grounds; shall have authority there over, and, in conjunction with the Rules and By-Laws Committee, shall see that the rules and regulations of the Club are enforced.

Section 3.

The Social Committee shall prepare entertainments, and exercise supervision over the same.

Section 4.

The Membership Committee shall investigate and report to the Board of Directors upon the desirability of applicants for membership, and shall solicit members when necessary. He/she will regularly communicate with the Assistant Secretary regarding membership roster changes, additions, subtractions, etc. He/she shall be responsible for maintaining the membership roster.

Section 5.

The Rules and By- Laws Committee shall prepare rules of health, and good conduct and rules in connection with operation of the pool and shall, in conjunction with all other Directors, see that the Rules and Regulations of the Club are enforced.

Section 6.

The Snack Bar Committee shall be responsible for arranging and monitoring snack bar operations.

Section 7.

The Personnel Committee shall be responsible for recruiting and monitoring the personnel employed by the Club, including persons employed for the purpose of instructing swim lessons. The Personnel Committee Chairperson shall serve as chairperson of the Nominating Committee.

Section 8.

The Tennis Committee shall be responsible for supervising tennis, including paddle tennis activities. This includes establishing and enforcing rules for courts use, conducting tournaments, determining the best use of the tennis facilities, procuring a tennis instructor, and

providing a signup sheet at the gate for tennis court reservations.

Section 9.
The Swim Team Committee shall be responsible for arranging and supervising team activities.

Section 10.
The Communications Committee shall be responsible for the administration of the club webpage and also preparation and distribution of electronic and hard-copy communication to members.

Section 11.
Long Range Planning Committee. The sitting Pool and Grounds board member shall be a voting member of the Long Range Planning Committee.

ARTICLE XI
Miscellaneous

Section 1.

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

(b) The right of indemnification provided herein shall inure to each Director and officer referred to in (a), whether or not he or she is such Director 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 or her legal representatives.

(c) 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.

Section 2.

Any questions as to the meaning for proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

Section 3.

No member shall use any contact information of the Club membership for personal or business use.

AMENDMENT NO.1 (August 26, 1961)

After the date of the enactment of this amendment to the By-Laws, no free membership to the Club will be given to any person for any reason.

AMENDMENT NO.2 (Adopted at Special Membership Meeting, January 7, 1973)

14-year Fiscal Plan, December 1972 through December 1982

AMENDMENT NO.3 (Adopted at Annual Meeting, August 26, 1990)

Section 1. A Long-Range Planning Committee will be established and permanently maintained. The Committee will consist of the current President, the immediate past President and at least three (3) other past Presidents. Ad Hoc members can be added at the discretion of the Committee but they will serve a term of five (5) years. The purpose of the Committee is to make recommendations to the Board of Directors regarding major capital expenditures of funds. The immediate past President of the Club shall be a member of this Committee. Section 2. A separate, secure interest-bearing account called the "Capital Projects Fund" will be set up and maintained permanently. The purpose of this account is the accumulation of funds to pay for the future major capital expenditures and the debt service thereon. The Treasurer is responsible for optimizing the investment vehicle and will report on the status of this fund at regular Board Meetings, The Board of Directors must obtain a majority approval of the Long- Range Planning Committee prior to expending any funds from this account. Each year an amount (as shown in the schedule below) will be taken from the annual dues assessed by each member and deposited in the Capital Projects Fund by June 1.

Capital Project Fund Deposit Schedule: Family Membership $60.00 Individual Membership $30.00 Senior Membership $15.00

Because there are ongoing expenses of the Club through the winter months and a cash shortage

in the operating fund sometimes occurs during these months, the Treasurer has standing approval to borrow up to $25,000.00 in any one year from the Capital Projects Fund for the purpose of meeting the ongoing operating expenses of the Club. Any funds so borrowed must be repaid to the Capital Projects Fund by April 30 of that fiscal year.

AMENDMENT NO.4 (Adopted at Annual Meeting, August 24, 2014)

Reciprocity Agreement. The Board of Directors has the power to enter into a reciprocity membership agreement with outside organizations which would be deemed beneficial to the existing Chapel Gate membership. The terms of any Agreement will be sent to all Chapel Gate members so that they may take advantage of the benefits of any such agreement.

AMENDMENT NO. 5 (Adopted at Annual Meeting, November 8, 2020)

The Board shall prepare a budget, which shall be made available at the Annual Meeting, and/or upon request. The budget should include: Operating costs, Maintenance costs, Income from dues, Other income, a comparison with the P&L for the past 2 years

AMENDMENT NO. 6 (Adopted at Annual Meeting, November 8, 2020)

A portion of all annual dues shall be allocated as a maintenance fee, and required of all members regardless of yearly club use (ex: COVID-19, hiatus . .) This maintenance fee will be 25% of the annual dues.

AMENDMENT NO. 7 (Adopted at Annual Meeting, November 8, 2020)

Suspension or Revocation of Membership (a) Any member guilty of misconduct may have membership privileges suspended for up to one year or may have membership completely revoked by an affirmative vote of five of the Directors. (b) The President of the Club may temporarily suspend the Club privileges of any member or other guilty of misconduct. Temporary suspension hereunder shall be only until such time as is reasonably necessary for the Board to meet and consider the nature of the misconduct and, under no circumstances shall such temporary suspension of privileges exceed two weeks.

(ALL OTHER AMENDMENTS HAVE BEEN INCORPORATED IN THE FOREGOING BY-LAWS.)