

**PLY-MAR SWIM & TENNIS CLUB, INC.  
P.O. BOX 182  
PLYMOUTH MEETING, PENNSYLVANIA**

**(Amended and Restated)**

**BY-LAWS**

**Ply-Mar Swim and Tennis Club, Inc.**

**Adopted April 27, 1988**

**Amended March 12, 2021**

**Amended June 19, 2020**

**Amended May 8, 2018**

**Amended March 30, 1987**

**Amended April 1994**

(AMENDED AND RESTATED)  
BY-LAWS OF THE  
PLY-MAR SWIM & TENNIS CLUB, INC.

ARTICLE I – NAME

Section 1.1. The name of the Club shall be PLY-MAR SWIM & TENNIS CLUB, INC.

ARTICLE II – PURPOSE

Section 2.1. The purposes for which the Club is formed are to build, maintain and operate swimming pools, tennis courts, recreational areas and related recreational facilities for the benefit of its members, and in connection to maintain and operate a club affording social enjoyment.

ARTICLE III – GOVERNMENT

Section 3.1. The management of the Club shall be vested in a Board of Directors consisting of fifteen (15) certificate holders of the Club.

Section 3.2. At each Annual Meeting of the certificate holders of the Club, five directors shall be elected for a term of three years, or until their successors have been chosen.

Section 3.3. Any member of the Board of Directors who shall cease to be a certificate holder of the Club shall cease to be a member of the Board of Directors, and his position on the Board declared vacant, on and as of the date of termination of his certificate holding.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1. Consistent with these By-Laws, the Board of Directors shall:

- a. Transact all club business;
- b. Make and amend rules and regulations governing the use, by members and guests, of Club facilities, and rules and regulations relating to dues, fees, charges and other financial matters;
- c. Appoint and remove agents, employees and representatives of and for the Club, and fix each of their respective duties and compensation;
- d. Elect members of the Club;
- e. Fix, impose and collect penalties for violations of the By-Laws and the Club rules and regulations;
- f. Elect Club Officers in accordance with the procedures established in the By-Laws;
- g. Confirm Committee appointments and define the powers and duties of Committees;
- h. Fill any vacancy in the membership of the Board of Directors until the next Annual Meeting of the Club; and
- i. Designate the bank or banks or other investment media in which funds of the Club shall be deposited, and designate those officers of the Club authorized to sign checks

- of draft for payment of money drawn in the name of the Club; provided, however, that at least two such signatures shall be required at all times on all such instruments.
- j. Action during a pandemic or emergency. The Board of Directors shall conduct business and implement procedures during a pandemic or other emergency that The Board of Directors deem to be in the best interest of the club and its members.

Section 4.2. The Board of Directors shall meet at least six (6) times annually, at such specific times and intervals as the Directors may from time to time deem necessary.

Section 4.3. The presence of eight (8) members of the Board shall be required at any meeting to constitute a quorum.

Section 4.4. Nothing in these By-Laws shall be construed or understood to permit the Board of Directors:

- a. to borrow or pledge the credit of the Club in excess of Twenty-Thousand Dollars (\$20,000), or
- b. to purchase or sell real estate on behalf of the Club without in any such case having the specific approval therefore by the membership of the Club at a duly held Annual or Special Meeting.

Section 4.5. Any member of the Board of Directors may be removed from office, and his position on the Board declared vacant by a vote of the majority of the membership present in person or by proxy at either the Annual Meeting or any Special Meeting called for such purpose in accordance with these By-Laws.

Section 4.6. Any member of the Board of Directors shall, in addition, be removed from office and his position on the Board be declared vacant, should that member fail to attend fifty percent (50%) of the meetings of the Board in any calendar year. Such removal to be effective as of January 1 of the year next succeeding the calendar year in question.

## ARTICLE V – OFFICERS

Section 5.1. The Officers of the Club shall consist of a President, Vice President, Secretary, Treasurer and Financial Secretary, each of whom:

- a. shall be elected annually by the Board of Directors from among its members (except for the Financial Secretary who may be, but not need be, a member of the Board),
- b. shall hold office until the end of the first meeting of the Board of Directors following the Annual Meeting of the Club, and
- c. shall serve without compensation except the Financial secretary shall be entitled to compensation for services performed, such compensation to be fixed from time to time by the Board.

Section 5.2. Such further Officers as may be required for the operation of the Club may be elected by the Board of Directors from time to time, to hold office as provided in Section 5.1. above.

#### ARTICLE VI – MEMBERSHIP

Section 6.1. Candidates for membership in the Club must be personally known by at least two Club members and favorably recommended by them to the Membership Committee, which shall in turn submit its recommendation to the Board of Directors after due investigation as to the character of the candidate.

Section 6.2. The Board of Directors shall vote upon the admission to the Club of each candidate recommended for admission by the Membership Committee at the first meeting of the Board after receiving such recommendation. Approval of candidates shall require an affirmative vote not less than the greater of (a) two-third (2/3) of the members of the Board of Directors present at the meeting at which such application is presented, and (b) a majority of the members of the Board of Directors whether or not so present at such meeting. Vote of the Board of Directors shall be by closed ballot if requested by any Board Member.

#### ARTICLE VII – SHARE CERTIFICATES

Section 7.1. The Board of Directors is authorized to issue, from time to time, shares of stock at a value as determined by the Board of Directors and approved by a two-thirds (2/3) vote of the shareholders present in person or represented by proxy at any meeting of the Club. The total number of shares is at the discretion of the Board of Directors, not to exceed the state mandated number of shares.

- a. Family Membership. A “family membership” in the Club shall be required to be obtained and held in all instances where Club privileges are to be extended to and used by two or more persons who are members of the same family household, as defined by the U.S. Census Bureau, where such persons consist of one or two (but not more than two) adults and one or more children, unless otherwise authorized by the Board of Directors on an annual basis. Two (2) shares of stock shall be issued in connection with each family membership in the Club.
- b. Single Membership. A “single membership” in the Club shall be required to be obtained and held in instances where Club privileges are to be extended to and used by 1) one adult member, or 2) one minor member whose membership is approved by the Board of Directors. One (1) share of stock shall be issued in connection with each single membership in the Club.
- c. Not more than two (2) shares of stock shall be issued to any one person or to any one family household.
- d. Share certificates issued for a family membership shall 1) in cases where married persons or domestic partners are members of the family membership unit, be deemed to be held jointly by married persons or domestic partners as tenants by the entirety in the absence of express instructions to the contrary given at the time of membership application, and 2) in cases where one adult and one or more children are members of the family membership unit, be deemed to be held wholly by the adult member.

- e. In the event of an increase in the value of the share of stock, as determined by the Board of Directors and approved by the membership pursuant to these Bylaws, each existing stock holder shall be required to pay the difference of stock value resulting from the increase as a surcharge.

Section 7.2. Shares of stock in the Club are non-negotiable, non-profit sharing, non-interest bearing, and do not represent an obligation of the club; and ownership thereof does not of itself entitle the owner to admission to Club property or to the use of Club facilities and membership privileges, nor does it relieve the owner from payment of dues and fees charge for Club privileges.

## ARTICLE VIII- DUES AND FEES

Section 8.1. The Board of Directors shall establish dues for the ensuing year sufficient to provide for necessary operational expenses of the Club and proper repair and maintenance of, and capital improvement to, Club property and facilities.

Section 8.2. Dues shall be paid by May 1 of each year.

Section 8.3. Each Club member shall be given notice of the amount of his dues not less than thirty (30) days prior to the due date.

Section 8.4. No dues, nor any party thereof, shall be refunded in the event of the suspension of any Club operations for any period.

Section 8.5. Club members shall be responsible for the payment of all charges and liabilities that may be imposed upon or incurred by themselves or by members of their families to whom the privileges of the Club shall have been extended, for all charges and liabilities imposed upon or incurred by their guests introduced by such members or their families, and for any Club property broken or damaged by the members, their families, or their guests. The Board of Directors shall have the power and authority to assess and collect penalties from time to time for the failure promptly to remit payments required under or contemplated by this Section 8.5.

Section 8.6. The Board of Directors shall have the power to fix and collect such initiation fees, for and upon initial membership, in the Club, as the Board of Directors may from time to time see fit.

Section 8.7. All dues, fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, state or local governments.

## ARTICLE IX – MEETINGS

Section 9.1. The annual Meeting of the Club shall be held during the month of March in each year, at such time and place as the Board of Directors may determine.

Section 9.2. The Annual Meeting of the Club shall be for the purpose of electing Directors and presenting Committee reports, and for the consideration and transaction of such other business as may come before the meeting.

Section 9.3. Notice of the Annual Meeting shall be given by mail or electronic mail to members at least fifteen (15) days prior thereto. The notice of the Annual Meeting shall include the names of the candidates for Directors nominated by the Nominating Committee.

Section 9.4. Special Meetings of the Club may be called upon five (5) days notice by mail or electronic mail to all members. The notice shall state the purpose for which the Special Meeting is called, and no other business may be transacted at such Special Meeting.

Section 9.5. Special Meetings of the Club may be called either (a) by the Board of Directors, or (b) upon the written request of thirty-five (35) Club members to the Secretary stating the purpose therefore. Upon such request to the Secretary for a Special Meeting, the Secretary shall cause such a meeting to be called within thirty (30) days following the receipt of such request.

Section 9.6. Only holders of share certificates shall be entitled to vote at Annual or Special Meetings of the Club, and shareholders shall be entitled to one vote for each share of stock held in his or her name.

Section 9.7. Presence of Twenty-five (25) Club members in good standing, present in person or by proxy, shall constitute a quorum at all Club Meetings.

Section 9.8. Club members not personally attending meetings of the Club may be represented by proxy.

Section 9.9. Share certificates held in the name of a minor shall be voted either by the minor's parents or by a legally appointed guardian.

Section 9.10. Notice to the last known address of certificate holders shall constitute good and sufficient notice under these By-Laws.

Section 9.11. Except as otherwise provided in these By-Laws, proceedings at all Club meetings shall be conducted in accordance with the most recently published version of "Robert's Rules of Order".

## ARTICLE X – NOMINATION

Section 10.1. The Nominating Committee shall present the name of one nominee for each vacancy in the Board of Directors to be filled at the Annual Meeting. The report of the Nominating Committee shall be forwarded to the shareholders of the Club with the notice of the Annual Meeting.

Section 10.2. Further nominations of candidates for election to the Board of Directors at the Annual Meeting may be made by letter, signed by at least fifteen (15) Club members, and delivered to the Secretary at least ten (10) days prior to the Annual Meeting.

Section 10.3. No nominations may be made from the floor of the Annual Meeting unless there are not a sufficient number of nominees to fill all Board vacancies.

## ARTICLE XI – COMMITTEES

Section 11.1. The standing Committees of the Club shall be:

- a. Facilities
- b. Finance
- c. Membership
- d. Pool Operations
- e. Social
- f. Snack Bar
- g. Rules
- h. Swim Team
- i. Tennis
- j. Legal

Section 11.2. Chairpersons of Committees shall be members of the Board of Directors.

Section 11.3. The Finance Committee shall prepare the Club's annual budget for submission to and approval by the Board of Directors, and shall exercise general supervision over the financial affairs of the Club.

Section 11.4. The Membership Committee shall meet from time to time to consider applications for membership in the Club and shall recommend suitable candidates to the Board of Directors.

Section 11.5. The Rules Committee shall from time to time review and propose changes in the Club's rules and regulations, and shall monitor the effectiveness and applicability of then current rules and regulations and from time to time report to the Board of Directors with its findings and recommendations in that regard.

Section 11.6. In addition to the foregoing, the duties and power of the Committees otherwise shall be set forth in these By-Laws and by the direction from time to time by the Board of Directors.

## ARTICLE XII – RESIGNATIONS, SUSPENSIONS AND EXPULSIONS

Section 12.1. Upon resignation of a shareholder from the Club, such shareholder shall be paid the current value thereof, subject to the provisions of Section 12.2. below; provided,

however, that the stock shall be redeemed in the chronological order in which stock holdings terminate and only upon the receipt of payment from an incoming shareholder who will replace the departing shareholder, and further provided, however, that if the full number of share certificates authorized by these By-Laws is not subscribed at the time of submission of such resignation, then the Club shall not be obligated to redeem stock of the departing shareholder until all shares authorized thereunder have been fully subscribed.

Section 12.2. Upon cessation of membership by a shareholder, and for any cause, any and all indebtedness owing to the Club by such departing shareholder shall be a lien upon and a charge against his stock and the stock may be seized by the Club to satisfy such indebtedness. In the event the Club is unable to obtain possession of the stock, it may be canceled on the books of the Club and new stock issued in place thereof. Neither the signature of the holder nor the delivery of the stock to the Club shall be required to perfect the transfer of such stock and, in such instance the holder of the lien stock constitutes and appoints the Treasurer of the Club his attorney-in-fact with authority to make such transfer. No stock shall be issued by the Club unless fully subject to the provisions of this Section 12.2.

Section 12.3. Any member of the Club may withdraw from the club at any time subject to the provisions of this Article, but upon such withdrawal there shall be no refund, in whole or in part, of the current year's dues.

Section 12.4. Any member of the Club may, for cause, and after having been given an opportunity for a hearing, be suspended for a period not exceeding thirty (30) days by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting thereof.

Section 12.5. Any member of the Club may, for cause, and after having been given an opportunity for a hearing, be expelled from the Club and removed from membership therein by a three-fourths (3/4) vote of the entire membership of the Board of Directors.

Section 12.6. In the event that the member expelled from the Club is a shareholder, his stock shall be redeemed by the Club and canceled upon the books of the Club.

Section 12.7. Cause for suspension or expulsion shall, in general, consist of violation of these By-Laws, of the then current rules or regulations of the Club, or of conduct unbecoming of a lady or gentleman.

Section 12.8. The Board of Directors may from time to time delegate to one or more of the Officers of the Club and/or the Club Manager and/or Club Assistant Managers the power to suspend pool privileges for violation of these By-Laws or of any Club rules or regulations; provided that, Such suspension does not exceed seven (7) days; and further provided that, a written report of such suspension containing reasons therefore, shall be submitted to the Club President within twenty-four (24) hours thereafter.

## ARTICLE XIII – DISSOLUTION

Section 13.1. The shareholders of record at the time of dissolution of the Club shall share pro-rated up to the amount of the original purchase price of their respective shares, and all share certificates shall be assigned to the Club and canceled.

Section 13.2. Assets remaining after retirement of outstanding share certificate shall be given to such community organizations, charities and projects as the Board of Directors shall determine by resolution.

## ARTICLE XIV – MISCELLANEOUS

Section 14.1. Alcohol consumption shall be permitted at the Club according to a policy established by the Board and set forth in the Club’s Operating Rules. This policy may be amended at any time at the discretion of the Board and/or Club Manager. Violation of this policy may result in immediate suspension and/or expulsion.

Section 14.2. The Club assumes no responsibility and no Club member, family or guest shall have any claim against the Club, for or in connection with any accident or injury to his, her or their person or property.

Section 14.3.

- a. A Director of this Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take action unless the Director has breached or failed to perform the duties of office as defined in 15 P.S. sec. 5713, and the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.
- b. The Corporation shall indemnify each person who is or was a Director, Officer or employee of the Corporation against any and all liability and reasonable expense that may be incurred in connection with or resulting from any claim, action, suit or proceeding, either civil or criminal, whether brought by or in the right of the Corporation or in connection with an appeal relating thereto in which the person may become involved as a party or otherwise, by reason of being or having been a Director, Officer or employee of the Corporation, or by reason of any past or future action taken or not taken in the capacity as such Director, Officer or employee, whether or not the person continues to be such at the time such liability or expense is incurred, unless such person has breached or failed to perform the duties of office which, for Officers and Directors, shall be defined in section 15 P.S. sec. 5713 and such breach or failure to perform constitutes self dealing, willful, misconduct or recklessness. As used in the Article, the terms “liability” and “expense” shall include, but shall not be limited to, reasonable counsel fees and disbursements and amounts of judgments, fines or penalties. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent shall not create a presumption that a Director, Officer or employee did not meet the standards of conduct set forth in the first sentence of this Section except

where there shall have been a judgment rendered by a Court specifically finding that the action or conduct of such Director, Officer or employee constituted recklessness or willful misconduct. Any such Director, Officer or employee referred to in this Section who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Expense incurred with respect to any civil or criminal action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it shall ultimately be determined that he is not entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person so concerned may otherwise be entitled by contract or as a matter of law, and shall insure to the benefit of the heirs, executors, and administrators of any person.

- c. The Board of Directors shall not be held personally liable for any act or omission determined to be in violation of any criminal statute.

Section 14.4. Any question as to the meaning or proper interpretation of these By-Laws shall be determined by the Board of Directors.

#### ARTICLE XV – AMENDMENT

Section 15.1. These By-Laws may be amended by a two-thirds (2/3) vote of the shareholders present in person or represented by proxy at any meeting of the Club, provided at least ten (10) days written notice of such amendment shall be given to each shareholder by mail or electronic mail, setting forth the precise Section and Article to be amended and the entire substance of the proposed amendment.