

BY-LAWS OF THE BLUEGRASS SWIM CLUB, INC.  
AS AMENDED JUNE, 2005

ARTICLE I NAME AND PURPOSE OF ORGANIZATION

Section I

The name of the organization shall be known as Bluegrass Swim Club, Inc.

Section II

The purpose and object for which this corporation is formed is not for profit, but to build and operate a swimming club for the benefit of members, their families and guests; to advance interest in swimming and other athletic activities and to do all things necessary and incidental to accomplish this purpose.

Section III

To carry out these purposes, the corporation shall have the power to purchase, acquire or hold, manage, rent, lease, mortgage, sell and convey any and all real estate and personal property that may be necessary, advisable or incidental to the carrying out of the aforesaid purposes.

ARTICLE II GOVERNMENT

Section I

The Club shall be managed by a Board of nine (9) Directors.

Section II

Any member of the Board of Directors who shall cease to be a member of the Club automatically ceases to be a member of the Board of Directors. All members of the Board of Directors shall be members of the Club in good standing.

Section III

The Board of Directors shall be elected by the members of the Club. The election of said Directors shall be held annually on the last Sunday in July of each succeeding year. Ballots of those names in nomination for Directors shall be available to membership. Signed ballots shall either be by return mail or deposited at pool premises on or before the third Sunday in August. Newly elected Directors shall meet at the October meeting. The new Board of Directors shall elect their officers at the October Board of Directors meeting and Directors shall serve a term of two years.

Section IV

The Directors shall elect at each October meeting a President, a First Vice President (Membership Director), a Second Vice-President (Physical Plant Director), a Secretary and a Treasurer from among their number, who shall serve terms of one (1) year.

Section V

As used in these By-Laws, each member of the Club shall be entitled to cast one vote for the election of each Director.

Section VI

These By-Laws may be amended by at least eight (8) affirmative votes of the Board of Directors. Three days notice shall be given on any meeting date to consider amendment of these By-Laws.

ARTICLE III MEMBERSHIP

Section I

Application for Membership shall bear the recommendation of two members of the Club and be approved by the membership committee which shall be composed of the President, First Vice-President, Secretary and Treasurer. The Membership Committee, with First Vice-President as Chair, shall maintain the roster bondholders, give a written membership report at each meeting, and make recommendations for sales of bonds. A two-thirds affirmative vote of Board Directors shall negate any actions of the membership committee. Said vote may be requested by any member of the Board of Directors.

## Section II

Membership in this Club shall be of three (3) types, which shall be as follows:

### SINGLE MEMBERSHIP

FAMILY MEMBERSHIP: Two (2) persons. FAMILY: Three (3) or more persons: Include Head of Household, Spouse, Any relative permanently residing in household and as otherwise determined in these By-Laws.

## Section III

Membership shall be limited to five-hundred (500).

## Section IV

As a condition precedent to admission into the Club, the applicant is required to purchase bonds in an amount determined by a selling bondholder. Such bonds are transferable only with prior approval of the Board of Directors and are subject to any liens imposed on the bonds because of delinquent dues. If and when membership is relinquished or otherwise withdrawn, such bonds will be redeemed at such time as it is sold by the Club to a replacing membership.

## Section V

The Board of Directors shall have the power, by two-thirds vote of the entire membership of the Board of directors, to suspend or expel a member for just cause.

## Section VI

Members which have misplaced, lost, or mutilated their bonds will be required to pay a replacement fee set forth by the Board of Directors prior to transfer or relinquishment of membership.

## ARTICLE IV DUES AND FEES

### Section I

The Board, as a condition of new membership, may require the payment of a transfer and or initiation fee in addition to the purchase of bonds and payment of dues annually. Members holding bonds must pay dues each year whether the pool and facilities are used or not. All delinquent dues must be paid in full before the member can resume use of the facility.

### Section II

The Board of Directors shall fix the annual dues of the members. Such dues shall be sufficient to provide for the necessary operation, maintenance and improvement of the Club's facilities and operate the Club on a sound and equitable basis. The annual membership dues which are delinquent shall become a lien against the bonds held by the member. The Treasurer shall note this lien in the records of the corporation. When the amount of the lien exceeds face value of the bonds, then the corporation may redeem those bonds in exchange for delinquent dues, cancel the bond and issue a new membership certificate to replace the redeemed bond for a sum to be determined by the Board of Directors. Notice of redemption shall be sent to the bondholder thirty (30) days prior to redemption to allow the bondholder the opportunity to pay delinquent' dues and remove the lien.

## ARTICLE V NOMINATIONS AND ELECTIONS

### Section I

Each year, on or before the third Thursday of July, Directors and members shall make nominations for election to the Board of Directors. All nominees are to be contacted by the Board for acceptance of nomination.

### Section II

The ballot is to contain a minimum of five (5) candidates in even numbered years and four (4) candidates on odd numbered years including incumbent members of the board desiring to seek re-election. The members in good standing so nominated shall have their names placed upon a ballot from which the membership may cast their vote for up to five or four (depending on the year as noted above) of the nominated members.

### Section III

This method of election will result in election each year of five or four members to serve two-year terms. This length of service and the staggered elections ensures continuity of knowledge and operations since roughly half the Directors each year will be in at least their second year of service.

## ARTICLE VI BOARD OF DIRECTORS

### Section I

Transact all Club business and make and amend rules for the regulation of use of Club property, in the event of discontinuation of operations have the authority (power) to adopt a Plan of Distribution.

### Section II

Empowered to fix rules governing the operation and management of the Club the property and facilities.

### Section III

Supervise the admission and ejection of members of the Club.

### Section IV

Acquire real estate.

### Section V

Construct, purchase, maintain and operate property and facilities pursuant to the purpose and aims explained in ARTICLE I. Sections II and III of these By-Laws.

### Section VI

This corporation shall at no time incur an indebtedness or obligation in excess of \$300,000.00 and no additional debts may be incurred without the approval of two-thirds of the membership. (As required by Articles of Incorporation.)

### Section VII

In addition to the officers listed in ARTICLE II. Section IV, the Directors may elect such other officers as, within their discretion, are deemed necessary.

### Section VIII

The Board may appoint and remove such agents, servants or employees as it may deem necessary and may fix their duties and compensations.

### Section IX

Constitute and appoint committees and define the posers and duties of same.

### Section X

May fill any vacancy in the membership of the Board of Directors, by majority vote, to serve until the next regular election.

### Section XI

Any member of the Board of Directors may be removed for just cause by a two-thirds (2/3) majority vote of the membership of the Board of Directors.

### Section XII

Can by regulation provide the procedure for the sale and transfer of its bonds.

### Section XIII

If a Director misses three (3) meetings within a year without valid reasons, said Director may be removed by a majority vote of the Directors.

### Section XIV

Each person who acts as a Director or Officer of the Club shall be indemnified by the Club against expenses and liabilities actually and necessarily incurred by him/her in connection with his/her official duties.

#### Section XV

Consistent with these By-Laws, fix rules and conditions governing the admission of members into this Club.

#### Section XVI

A majority of the Board shall constitute a quorum.

### ARTICLE VII

#### DUTIES OF OFFICERS

##### Section I

The President shall preside at all meetings of the Club, appoint all committees, send out notices of meetings and agendas for same, and shall perform allotted duties usually connected with the office of President.

##### Section II

The First Vice-President is the Membership Director and shall perform the duties of the President in the event of absence or disability of the President.

##### Section III

The Second Vice-President is the Physical Plant Director and shall perform the duties of the President in the event of absence or disability of the President and First Vice-President.

##### Section IV

The Secretary shall keep the minutes and attend to the correspondence pertaining to his office.

##### Section V

The Treasurer shall attend to keeping the accounts of the Club, collecting its dues and revenues and paying the bills, subject to general supervision of the Board of Directors. The Treasurer shall deposit funds of the Club received by him in the name of the Club in such depository as may be authorized by the Board and shall perform other duties connected with this office.

### ARTICLE VIII MEETINGS

#### Section I

The annual Open Meeting of the Bluegrass Swim Club shall be at the regular July meeting of the Board of Directors.

#### Section II

In addition to the aforementioned annual meeting, the Board of Directors is authorized to call such special meetings as it deems necessary.

#### Section III

Reasonable notice of such meetings, including the annual meeting is to be afforded the members. Those members present shall constitute a quorum.

#### Section IV

Any member of the Club wishing to attend a scheduled Board of Directors meeting may do so, with prior notice given to any member of the Board of Directors.

#### Section V

The Board of Directors meetings will be held on the Fourth Thursday of the month unless deemed necessary to change at the discretion of the President with majority approval of the Board of Directors.

### ARTICLE IX MISCELLANEOUS

#### Section I

The property and facilities owned by the Club may be leased at the discretion of the Directors, provided any lease of the pool as a whole for a period of more than one week must be approved by a vote of two-thirds (2/3) of the members present at a proper meeting, and the lease of a lesser portion of the Club facilities for a period more than one season must be approved by a like vote of the members.

#### Section II

The sale of the Club facilities must be approved by the vote of two-thirds (2/) of the members present and represented.

#### Section III

Expenditures of the club in excess of \$1000. shall require two (2) written bids. A majority vote of the Board awards the bid. In the event of an emergency, the approval of three (3) board members can override this requirement.

### ARTICLE X COMMITTEES

#### Section I

The Budget and Finance Committee may be appointed to create the Club's budget for the year and submit it to the Board for approval at the January meeting, to arrange with lending sources any necessary financing approved by the Board, and to study long-financing projected revenues expenses and report recommendations to the Board at the April/May meeting.

#### Section II

The Treasurer, who is the Committee Chair, will meet with the Pool Manager on a regular basis as needed discuss financial matters. Problems of significance will be directed to the President for discussion and resolution among appropriate individuals. The Treasurer shall give a Budget and Finance Committee report including a written budget report at each monthly meeting.

#### Section III

The Management Committee may be appointed and shall screen all prospective Pool Managers and make recommendations to the Board for hire and submit to the Board for approval an employment Contract for the Pool Manager. The will meet with the Pool Manager on a regular basis to discuss pool operations and employee performance as appropriate. Routine matters of operation will be discussed among the Pool Manager and Committee chairs on a regular basis. Problems of significance will be directed to the Chair of the Management Committee, who is the Board President, for discussion and resolution among appropriate individuals.

#### Section IV

A Physical Plant Committee may be appointed and shall oversee the building and grounds, examine the building and grounds for needed improvements, and make recommendations to the Board for improvements needed to maintain the building and grounds in safe, operational and pleasing conditions. The Second Vice-President who is the Committee Chair will meet with the Pool Manager at the beginning of the season as appropriate to ascertain that the Operations Manual is understood, and during the pool season on routine matters as needed. The Physical Plant Director shall oversee the operation of the pool and filtration, examine the pool and filtration system for needed improvements, make recommendations to the Board for improvements needed to maintain the pool and filtration system in safe, operational and pleasing conditions. The Committee Chair will meet with the Pool Manager at the beginning of the season as appropriate to ascertain that the Operations Manual with respect to Pool and Filtration is understood including 3 records of filter operation procedures and maintenance, and during the pool season on routine matters as needed. The Physical Plant Director oversees the furniture and equipment, maintains an inventory of all furniture and equipment, submit to the Board for approval furniture and equipment repair/purchase options and costs. The Committee Chair will meet with the Pool Manager on a regular basis to discuss: Building and Grounds. Pool and Filtration, Furniture and Equipment as needed. Problems of significance will be directed the Chair of the Management Committee for discussion and resolution among appropriate individuals.

#### Section V

The Swimming Committee may be appointed and shall establish the rules of safety in and around the pool area including: all necessary signage, maintenance of accident reports monitor first aid kit for its currency. Create 1) a written accident response protocol consistent with insurance liability guidelines. and 2) a risk management system. The Committee Chair, appointed by the President, will meet with the Pool Manager at the beginning of the season as appropriate to ascertain that all safety rules are understood, that all employees respond appropriately according to the accident response protocol, and that the risk management system is implemented. The Committee Chair will create swim lessons, create plans and procedures for swim lessons collaboratively with the Pool Manager. The Committee Chair will monitor swim lessons plans and procedures and meet with the Pool Manager during the season on routine matters as needed. The Committee shall make recommendations to the Board for approval on the hiring of all swim team coaches. As swim team coaches report to the Pool Manager, the Committee Chair will monitor swimming and diving activities and meet with the Pool Manager during season on routine matters as needed. The Committee will work with the Swim and Dive teams to conduct all swimming and diving meets collaboratively with the Pool Manager. A bondholding pool member will be designated as Board's NKSL representative.

#### Section VI

A Social Events Committee may be appointed and shall plan and seek Board approval and implement all Club social events including: the Adult Socials, the Youth Socials. The Committee Chair, appointed by the President, will meet with the Pool Manager on a regular basis to discuss: Social Events as needed. Problems of significance will be directed to the Chair of the Management Committee for discussion and resolution among appropriate individuals. At least ten days prior to a Board approved Social Event, the Chair shall provide a list of needed resources to the Pool Manager who shall work to arrange same and a public posting of details of the event shall be made to members.

#### ARTICLE XI ROBERTS RULES

Section I The rules contained in ROBERTS OF ORDER shall govern the Club in all cases to which they are applicable, and which they are not inconsistent with the By-laws of this Club.