

**BY-LAWS  
OF  
SEMINOLE POOL ASSOCIATION, INC.**

ARTICLE I

Names and Objectives

Section 1. Name.

The name of the Corporation shall be Seminole Pool and Tennis Association, Inc.

Section 2. Objectives.

The purpose for which this corporation is formed is to construct, own and operate a swimming pool and tennis courts and related recreational area and services on a not-for-profit basis.

ARTICLE II

Section 1. Place of Meetings.

All meetings of the members of the organization shall be held in the City of Fitchburg, Dane County, Wisconsin, at a place designated by the Board of Directors.

Section 2. Order of Business.

The order of business at all meetings of the members shall be as follows:

- A. Roll call of officers;
- B. Reading of the minutes of previous meeting;
- C. Election of officers (if necessary);
- D. Reading of Correspondence;
- E. Report of officers;
- F. Report of committees;
- G. Unfinished business;
- H. New business;
- I. Adjournment.

Section 3. Annual Meeting.

The annual meeting of the members shall be held in the month of October of each year. It shall be the duty of the Secretary to give 10 days' notice of such meeting to each member personally or by mail. The notice shall state the time and place of the meeting, and shall be mailed to each member at the address as it appears upon the records of the corporation. Failure to give such notice shall not affect the validity of such meeting or proceedings thereat. At such meeting; any business may be transacted without requiring a special notice. Notice of the annual meeting shall include the names of candidates nominated for the Board of Directors and a proposed agenda.

Section 4. Proxies and Voting.

Each member is entitled to one vote on each matter submitted to a vote of the members. In case a membership is held by a husband and wife, or by any other joint ownership, either of the joint owners may cast one vote. Voting may be by proxy executed in writing and filed with the Secretary prior to any vote being taken. A majority of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

#### Section 5. Special Meetings.

Special meetings of the members may be held upon call by the Secretary when directed by the President or upon direction in writing of a majority of Directors then in office, or upon written direction of not less than 10% of the members. The Secretary shall give 10 days notice of such meeting in the manner prescribed in the preceding section except that such notice shall, in addition, specify the purpose or purposes of the special meeting.

#### Section 6. Quorum for Special Meetings.

Whenever 20 of the members of said corporation shall be present in person, or by proxy, the corporation shall be determined capable to transact any business except as otherwise specifically proved by law. At any meeting of the members where less than 20 members are present, the meeting may adjourn from time to time without notice other than the announcement until the required number of members shall be present. At any such adjourned meeting at which 20 members shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

#### Section 7. Conduct at Meetings.

The President, or in his absence, the Vice President, shall preside at meetings of the members, and the Secretary shall act as Secretary thereof, but should such officers not be present, their functions may be performed by any members present, as chosen by those in attendance.

### ARTICLE III

#### MEMBERSHIPS

#### Section 1. Classes of Members.

There shall be two classes of members which shall be designated as (1) Permanent Members, and (2) Seasonal Members. Permanent members of both classes whose dues for the season have been paid shall not exceed 450.

#### Section 2. Qualifications.

A member is a natural person who holds a membership in the corporation. A membership shall be acquired in the following manner: (1) by making written application for membership in the corporation in such form as may be prescribed by the Board of Directors, and (2) By paying the corporation the initial membership fee, which is fixed from time to time by the Board of Directors, and (3) By acceptance of such applicant for membership by the Board of Directors or by a person or committee designated by the Board of Directors.

### Section 3. Membership Privileges.

The swimming pool facilities shall not be open to the public, and shall be used only as provided in these By-Laws.

Only a member of the corporation, their spouse, and unmarried and dependent children or their guests as provided in subsec. (2) herein, may use the swimming pool and tennis facilities, upon such member's payment of the annual membership dues as hereinafter provided.

Other residents of a member's household may use the swimming pool, but only upon application to and approval by the Board of Directors of a person or committee designated by the Board of Directors, and then upon such terms and conditions as are established by the Board of Directors.

Any member may, for just cause and after having been given an opportunity for a hearing, be suspended for a period of not exceeding three months by a 2/3 vote of the members of the Board of Directors present at any meeting thereof, or be expelled by a 3/4 vote of the entire membership of the Board of Directors. Cause for suspension or expulsion shall, in general, consist of violation of the By-laws, the rules of the corporation or of conduct unbecoming a lady or gentleman. Upon expulsion of a member, the entire initial membership fee may be returned to the expelled member at the discretion of the board, in accordance with the policy set forth in Section 4 herein.

No annual dues nor part thereof shall be refunded in the event that pool operations are required to be suspended for any period, nor in event that any members has been suspended or expelled.

The following rules and regulations shall be applicable to all members and memberships:

- 1) The Board of Directors may delegate to the chairman of a committee, or to a responsible employee of the corporation, the power to suspend privileges for violations of rules and regulations, provided such suspension does not exceed seven (7) days. A written report of such suspension, containing the reasons therefore, shall be submitted to the President within twenty-four (24) hours.
- 2) The board of Directors shall by rules fix the terms and conditions upon which guests of members may use the swimming pool.
- 3) The Board of Directors at its discretion may invite any person to be a guest of the Corporation.
- 4) Any property of the corporation broken or damaged by a member or his guest shall be promptly paid for by such member with reasonable wear and tear excepted. No person shall remove any of the corporation property from the premises.
- 5) The corporation assumes no responsibility and members or their guests can have no claim against the corporation for the property of members or any guest which may be brought into or left in the corporation buildings or on the grounds.

- 6) No intoxicating beverages shall be served or permitted to be consumed on any premises under the control of the corporation (except as noted below), nor shall any person under the influence of intoxicants or drugs be admitted to the corporation premises. The board may, at its discretion, allow alcoholic beverages at adult (21 years and older) special events. There will be no swimming allowed, and the board must obtain all necessary permits.
- 7) All members may use the facilities of the corporation subject to the rules and regulations which shall be posted on the premises.
- 8) The corporation assumes no responsibility for any accident or injury to any person or his property and members or their guests can have no claim against the corporation for such accident or injury.

The Board of Directors may prescribe such further rules and regulations regarding members and memberships, including the imposition of fines and penalties.

#### Section 4. Withdrawal of Membership.

A member may request to withdraw from membership if he or she provides notice to the Board of Directors of request to withdraw said membership before May 1 of each calendar year. Upon receiving timely notice of intent to withdraw, the Board shall accept the request and waive annual membership dues for that calendar year and any subsequent years.

The Corporation shall keep a list of all members wishing to withdraw their memberships. Memberships shall be transferred to new members from the list of withdrawing members in chronological order. Return of the initial membership fee shall be returned upon the Board securing a transfer of membership.

The Board shall have discretion to withhold all or a portion of the initial membership fees of a member who files notice of intent to withdraw membership after the May 1st deadline.

#### Section 5. Annual Membership Dues.

The Board of Directors shall annually establish annual membership dues for the year, and prescribe the date on or before the same shall be paid. Annual dues shall be sufficient to provide for all expenses of operating the corporation for the year. Nevertheless the Board of directors may establish a surcharge for any year. If they determine such to be necessary, and the time by which the same shall be paid, provided that such surcharge may not exceed 35% of the annual dues for such year.

No member, or spouse, children, residents of their household, or guests may use the swimming pool or tennis facilities until the member's annual dues are paid. Failure to pay such dues when prescribed by the Board of Directors, or any surcharge thereon, shall be grounds for expulsion by action of the Board of Directors.

All fees, dues and other charges mentioned herein, are exclusive of taxes, if any imposed by any governmental bodies or agencies.

Upon establishment of annual membership dues and surcharges and notice thereof to a

member, such dues and surcharges shall be due and payable. Any sums owed by a member to the corporation including any unpaid annual dues or surcharges, may be set-off by the corporation against any sums, including payment of initial membership fees upon expulsion or withdrawal from membership, owed by the corporation to such member.

Section 6. Family, Individual Adult and Married Couple Member Dues.

The Board of Directors annually establishes dues for Family Members. Individual adult and married couple dues are established at one-half and three-fourths family members' dues, respectively. Individual adult and married couple memberships must meet the following terms and conditions:

- 1) Individual adult and married couple memberships shall be limited to any member, spouse, unmarried dependent, or married couple who is over 18 years of age as of the date of election.
- 2) An individual adult member and married couple member shall be eligible for any adult instruction or other adult programs of the pool.

#### ARTICLE IV

#### BOARD OF DIRECTORS

Section 1. Power and Duties.

The Board of Directors shall have the sole supervision, management and control of the affairs and business of the corporation, including all personnel and operating decisions.

The Board of Directors shall have the power to authorize the borrowing of money for corporate purposes and the execution in the corporate name of evidences of indebtedness, but only after authorization by a meeting of the members.

The Board of Directors shall have the exclusive power and right to accept or reject all applications for membership in the corporation, at its complete discretion.

The Board of Directors shall designate the financial institution in which the funds of the corporation shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the corporation shall be executed.

The Board of Directors may cause the books of the corporation to be audited by auditors selected by the directors, but the auditors shall neither be directors nor officers of the corporation, and the report of the auditors shall be available to the members at all times.

Section 2. Election, Terms and Number.

The number of Directors shall be nine (9). Directors shall be members. The initial directors shall hold office until the first annual meeting of the members. At the first annual meeting of the members, three directors shall be elected for two years; three directors shall be elected for one year. The initial 3 directors shall serve a three-year term commencing with the first annual meeting. Thereafter three directors shall be elected annually by the members at their annual meeting who shall hold office for three years or until their respective successors are

elected and qualify.

### Section 3. Resignation, Removal and Vacancies.

A director may resign at any time by filing a written resignation with the Secretary and unless a later date fixed by its terms, said resignation shall be effective upon the filing thereof.

By an affirmative vote of a majority of the votes entitled to be cast, the members may, at any special meeting called for such purpose, remove any or all of the directors.

By an affirmative vote of a majority of the directors, any director absent from 3 successive regularly scheduled meetings may be removed.

Whenever a vacancy shall occur in the Board of Directors from any cause, it shall be filled by election of the Board, and such director shall hold office until the next annual meeting of the members or until his successor shall be elected and qualify.

Any member of the Board of Directors who shall cease to be a member shall be automatically removed from the Board of Directors.

### Section 4. Meetings of the Board.

An annual meeting of the Board of Directors shall be held immediately after the annual meeting of the members, at the place of such members meeting, and no notice thereof shall be required.

Special meetings of the Board of Directors may be called by the President, or upon request of any three directors. At least three days' notice of regular or special meetings shall be given to all directors personally, in writing or by telephone.

At any meeting of the Board, a majority of the directors shall constitute a quorum for the transaction of business; but less than a majority may adjourn the meeting from time to time until a quorum shall be present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### Section 5. Organization of Meetings and Order of Business.

The President, and in his absence the Vice-President, shall preside at meetings of the Board of Directors, and the Secretary shall act as Secretary thereof; but in the absence of either or any of such officers, their functions may be performed by any member of the Board selected by those present. The regular order of business shall be (1) call of the roll (2) reading of minutes of previous meeting (3) reports of officers and committees (4) unfinished business (5) new business.

### Section 6. Interested Directors.

Individual or personal interest of any director in any matter which shall come before the Board of Directors shall not disqualify him from voting, or from being among the number requisite for a quorum at said meeting, except as may be expressly prohibited by these By-laws.

## ARTICLE V

## OFFICERS

### Section 1. Officers and Elections.

The officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer who shall be elected annually at the annual meeting of the board of Directors from the members of said board, each of said officers to hold office for the term of one (1) year or until his successor is elected and qualifies.

### Section 2. Office of the President.

The President shall preside at all meetings of the Board of Directors and of the members. The President is the chief executive officer of the corporation, charged with its general supervision and management, subject to the control of the Board of Directors, and shall have such other duties as may from time to time be prescribed or delegated to him by the Board of Directors. He shall appoint, subject to confirmation by the Board of Directors, all standing committees; designating the chairman thereof, and all special committees as may be directed. He shall be, ex-officio, a member of all committees.

### Section 3. Office of the Vice-President.

The Vice-President shall discharge the duties of the President in his absence or disability, and in addition, have such other duties as may from time to time be prescribed or delegated to him by the Board of Directors.

### Section 4. Office of the Secretary.

The Secretary shall keep a complete and permanent record of all meetings of the members and of the Board of Directors. He shall, in addition, have general charge of the books and records of the corporation; shall attend to the giving of notices of meetings of the members and of the Board of Directors; and shall, in addition, perform all such duties as may from time to time be prescribed or delegated to him by the Board of Directors.

### Section 5. Office of the Treasurer.

The Treasurer shall be the fiscal and disbursing agent of the corporation. He shall keep and account for all moneys, credits and property; shall make and endorse checks and evidences of indebtedness; shall deposit funds coming to his possession in such depositories as may from time to time be designated by the Board of Directors; and shall, in addition, perform such other duties as may from time to time be prescribed or delegated to him by the Board of Directors. He shall have a bond executed in an amount prescribed from time to time by the board of Directors.

Bills and statements for fees and other incurred charges will be rendered monthly by the Treasurer on or before the last day of the month for the preceding month.

### Section 6. Absence of Disability.

In the case of the absence or disability of any officer of the corporation, the Board of Directors may delegate his duties to one of the other officers, or to a member of the Board of

Directors until the return o recovery of the absent or disabled officer.

Section 7. Vacancies.

Whenever any vacancy shall occur among the officers from resignation, removal, death or disability, the Board of Directors may elect a successor to hold office until the next annual meeting of the board of Directors or until his successor shall be elected and qualify, or the duties of any officer may be delegated to one of the other officers by resolution of the Board of Directors.

Section 8. Compensation.

No salary or other compensation shall be paid to any officer or director of the corporation for services performed as an officer or director except as follows: Treasurer may be excused from annual dues payment or portion thereof as determined by the board of directors.

## ARTICLE VI

Section 1. Amendments.

By a two-thirds (2/3) vote of the members present and voting, By-laws may he enacted, amended or repealed at any annual meeting of the members or any special meeting of the members called for that purpose.

Section 2. Fiscal Year.

The fiscal year of the corporation shall begin January 1 and end December 31.

Section 3. Waiver of Notice.

Any member of officer may in writing waive the mailing and giving of notice required to be given or mailed by the By-laws of the corporation

Section 4. Rules.

The Board of Directors shall have the authority and power to make such rules as it may deem necessary to conduct the affairs of the Corporation provided that such rules are not inconsistent with the provisions of the By-Laws.

All rules and By-Laws pertaining to the operation of the corporation shall conform to all safety, health and miscellaneous requirements of the city, State and Federal governments.

Any question as to the meaning or proper interpretation of any of the provision of these By-Laws shall be determined by the board of Directors and the report of the Board of Directors shall be final and binding on all members of the corporation.

Section 5. Right of Members to Examine Books.

The accounts and records shall at all reasonable times be open to inspection of the members of the corporation.

Section 6. Place and Keeping of Books.

The general and principal books of account shall be kept in the custody of the Secretary and Treasurer of the corporation.

ARTICLE VII

MISCELLANEOUS

Section 1. Indemnification.

Each person who acts as a Director or Officer of the Corporation shall be indemnified by the Corporation against expenses actually incurred by 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 of the Corporation, 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 any sum paid for the Corporation in settlement of an action, suit or proceedings based on gross negligence or willful misconduct in the performance of his duties.

Section 2. Informal Action.

Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors or the members at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members, as the case may be, entitled to vote with respect to the subject matter thereof.

Section 3. Dissolution.

In the event of dissolution of the Corporation, whether voluntary or otherwise, the assets of the corporation shall be applied as follows:

First, to the payment or provision for all debts and liabilities of the Corporation, and all other obligations of the corporation respecting its property.

Second, any remaining assets shall be paid pro-rata to holders of memberships, but only to the extent the initial membership fees were used for capital purposes, and in no event to exceed the amount paid as initial membership fees, it being intended that only amounts contributed for capital purposes shall be returned to the members and that earnings of the corporation or amounts contributed hereto for operating purposes shall not be so returned.

Third, any remaining assets shall be paid to another non-profit corporation organized for public, charitable, recreational education or similar purposes, as decided by the members.

Section 4. Non Profit Status.

The Corporation shall operate on a not for profit basis, and no part of the net earnings of the Corporation shall inure to the benefit of any member or individual. It is intended that the Corporation shall qualify for the exemptions from Federal income and excise taxes provided in Sections 501 (c)(7) and 4242(c), Internal Revenue Code of 1954, and - for exemption from Wisconsin income taxes pursuant to Section 71.02(3) (a) Statutes, and accordingly any

ambiguity in these By-Laws shall be construed to conform to the requirements of such sections.

Section 5. Co-Signer Obligations.

At least Eighty percent (80%) of all initiation fees and all surplus funds in excess of normal maintenance, operations and repair needs shall be used to reduce the debt of the Association for which any member shall be personally liable.

This By-Law may not be changed except by unanimous consent of those members who are liable for association debts.

Section 6. Gender References.

All references herein to him or his shall also include her or hers.

Section 7.

These by-laws are amended as of May 21, 2000.