

Article 9. Directors Meeting and Duties

Section 1. Meeting Times

Regular meetings of the Board shall be held as needed, generally monthly. Special meetings may be called by the President, or any four Directors by giving seven (7) days notice to each Director. A simple majority of the Directors shall constitute a quorum.

Section 2. Special Meetings

A special Board of Directors meeting shall be called upon the request of the President, or any ten (10) members, at which meeting several representatives of said members may attend to present any problem and propose solutions for consideration by the Board.

Section 3. Time and Place of Meetings

Meetings shall be held at a reasonable time and place within the membership area.

Section 4. Duties of the Board Directors

The duties of the Directors shall to be to control and manage the business of the Corporation. Their authority shall extend to, but not be limited to, such actions as:

- a. Publishing and enforcing reasonable house rules for the use of the Corporation facilities.
- b. Establishing annual dues.
- c. Adopting reasonable rules concerning the admission of guests and the charges, if any, to be levied upon members who invite such guests.
- d. Accepting or rejecting proposed members by secret ballot.
- e. Determining the opening and closing dates of the swimming season, and any other activities.
- f. Securing and terminating the services of any persons employed by the Corporation; confirming that lifeguard staff are certified and have been trained to follow current procedures.
- g. Preparing and submitting a financial report to members at the annual meeting.)
- h. Authorizing the incurring of obligations.
- i. Naming an Audit Committee or otherwise providing for an outside review of the Corporation's books and records at last least annually.
- j. Determining reasonable rates of depreciation and adopting a reasonable plan for replacement of depreciable assets following an annual inspection and report from a qualified professional or member as determined by the Board.
- k. Electing Directors and Officers to fill vacancies until the next annual meeting of members.
- l. Assuring availability of, and adherence to, an up to date staff policies and procedures manual.

Section 5. Voting by Email

The Directors shall have the right to take action on the absence of a meeting by voting electronically. This voting procedure is intended to be used in deciding and approving routine and ordinary issues such as budget items, scheduling, and other repetitive matters needed in operating the normal business of the club. Any result of the vote taken, shall have the same effect as though taken at a meeting of the Board of Directors. If any four (4) Directors, defer to a meeting in person, the matter shall be decided under [Article 9, Section 1](#) (Directors Meetings and Duties).

Article 10. Membership Meetings

Section 1. Annual Membership Meeting

There shall be an annual meeting of the members to be held during the year at such a time and place within the membership area, as the board of Directors shall designate.

Section 2. Meeting Requests by Members

A special meeting of the members may be called by the President and shall be called by him on the written request of not fewer than ten (10) members or by any affirmative majority of the Board of Directors.

Section 3. Notice of Meetings

At least ten (10) days before the date of the annual or special meeting of the members, the Secretary shall cause written notice thereof to be delivered or mailed to each member at the address appearing for such member on the records of the Corporation. The notice shall, in the case of a special meeting, specify the business to be transacted.

Section 4. Quorum

At any annual or special meeting, twenty five (25) members shall constitute a quorum.

Section 5. Eligibility for Voting

Fifteen (15) days prior to any annual or special meeting, the membership list of the Corporation shall be closed and the list of the members eligible to vote shall be made up. A member may vote in person or by proxy designated in writing or electronically. No proxy shall be valid except for the particular meeting designated therein, and no proxy shall be honored unless filed with the Secretary of the Corporation before the appointed time of the meeting.