

# **By - Laws of the ABILENE SWIMMING CLUB, INC.**

## **Article I Organization of the Club**

**Section 1.** The Club shall be a corporate body chartered by the State of Texas. It shall have no capital stock and shall be a non-profit organization, organized and operated exclusively for pleasure, recreation and other non-profit purposes, no part of the net earnings of which shall inure to the benefit of any member thereof.

**Section 2.** The by-laws of the Club shall contain the basic rules and laws for the governing and operation of the Club.

**Section 3.** In lieu of stock certificates, the owners of Family Memberships shall be kept on a current membership roster maintained by the Abilene Swim Club Treasurer.

**Section 4.** A member of the Abilene Swim Club, Inc. is the owner of an undivided fractional benefit interest in the assets of the corporation. The Abilene Swim Club, Inc. shall have a lien against the member for all indebtedness and obligations due by said member.

**Section 5.** Individual memberships are non-negotiable and non-transferable except in compliance with the by-laws of the corporation.

**Section 6.** Memberships shall be held subject to the terms of the by-laws of the Abilene Swim Club, Inc. No transfer, assignment, pledge, or encumbrance of a membership may be made unless made in accordance with the terms of the by-laws.

**Section 7.** Members shall agree to and are bound by the terms of the by-laws as they now exist or may hereafter be revised.

## **Article II Membership**

**Section 1.** Membership shall be limited to 500 single and/or family memberships.

**Section 2.** Family Membership will include the spouse and unmarried children of members under the age of twenty-one (21), provided that dependent sons and daughters over twenty-one years of age who are, and so long as they shall be, actually in school, may have the privileges of the Club on their parent's membership. In addition, membership on the part of single individuals shall permit the use of Club by member's household members who are in fact his or her "family" that live in the household. A membership may add one set of grandparents for an additional fee of \$50.00 per year. The Board of Directors shall have the right to withdraw such privileges from any member of a family

*Amended 2024*

who, in its opinion, has abused the same or conducts themselves in a manner detrimental to the best interest of the Club.

**Section 3.** Any member who in the opinion of a majority of the Board of Directors is incompatible with or disagreeable to the other members of the club may be offered the return of their investment in their membership upon receipt of their resignation.

**Section 4.** The Board of Directors shall have power by vote of its majority to expel any member of the club for non-payment of dues or other indebtedness due by the member to the Club, for violation of the by-laws or house rules of the Club, for conduct unbecoming of gentleman, for other good or sufficient cause, or for an offense against the interest of the club. In the event of such expulsion, the Club shall be under no obligation to refund the membership investment of such member or any part thereof.

**Section 5.** In the event that the number of applicants thus approved exceeds the number of vacancies existing at that time, such applicants shall be extended an invitation to become members of the Club in the chronological order of the filing of their respective applications until all available vacancies are filled.

### **Article III Officers**

**Section 1.** Officers of the Club shall be a President, a Vice President, and a Secretary, who shall be elected by the Board of Directors from among the directors.

**Section 2.** The President shall preside at all meetings of the members and at all meetings of the Board of Directors, and shall perform all other duties usually incumbent upon the office or delegated by the Board of Directors.

**Section 3.** The Vice-President shall perform the duties of the President during their absence or disability, and shall perform all the duties delegated by the Board of Directors.

**Section 4.** The Secretary shall keep regular minutes of all meetings of the membership and of the Board of Directors.

**Section 5.** Such election to the Officer position shall be until the Officer steps down or transfers his Officer position to another qualifying board member by majority vote of the Board of Directors.  
(updated 2024)

**Section 6.** Any vacancy occurring in the Officers, other than by expiration of the term shall be filled by the remaining members of the Board of Directors, and the appointee shall hold office only for the remainder of the three year term of the member whom they succeed. Such appointee shall not, however, be disqualified for election to succeeding terms. If Board of Directors membership falls below required amounts, temporary board members shall be appointed by majority vote of the Board of Directors to fill the term remaining for the previous officer or until the member steps down from the position.

**Article IV**  
**The Board of Directors**

**Section 1.** The affairs and property of the Club shall be managed and controlled by the Board of Directors. The Directors shall be empowered to enter into such contracts as will assure the employment of responsible methods of operation, in the best interest of the membership.

**Section 2.** The Board of Directors shall consist of not less than six nor more than twelve members elected by the majority of the number present at the annual meeting of the Club. An additional election is allowed in the fall at an end-of-season members meeting as needed upon call of the president. (Updated 2024) Such election to the Board of Directors shall be until that Director steps down from this position, or until the number of Board Members reaches at least 10, at which time Board Members shall be limited to 3 year terms. Club members are eligible to become elected to the Board of Directors after being members of the Club for three years.

**Section 3.** Any vacancy occurring in the Board of Directors, other than by expiration of the term of a member shall be filled by an active member of the club, and shall meet the requirements outlined in article IV section 2, and shall be appointed by the Board of Directors majority vote and shall hold office until member steps down or the end of the the previous members' term if the Board of Directors consists of 10+ members.

**Section 4.** Within two weeks after the annual meeting of the members, the new Board of Directors shall meet and, by secret ballot, elect from their number all officers provided for in these by-laws.

**Section 5.** The Board of Directors shall meet at least once during any six month period, and may hold such additional meetings as the business of the Club may require. They shall meet upon call of the President. Four members of the Board shall constitute a quorum for the transaction of business.

**Article V**  
**Meetings**

**Section 1.** An annual meeting of the members shall be held at the Club or at another location set by the Board of Directors on the first Tuesday of May of each year, for the purpose of electing a Board of Directors for the ensuing fiscal year beginning May 1st and for the transaction of such other business as may properly come before the meeting. It shall be the duty of the Secretary to cause notice of the place and time of each annual meeting to be posted on the bulletin board of the Club, and also to be mailed or emailed to each resident member at their last known physical address or email address at least five days before the date of such meeting.

**Section 2.** Special meetings of the members may be called by the President or by the Board of Directors at any time for the transaction of any business. Notice of such special meetings shall be given in the same manner as provided in the preceding paragraph.

**Section 3.** Fifteen members shall constitute a quorum at any meeting of the members, and all matters shall be decided upon a majority vote of those present. If a vote is casted by electronic means it shall be decided upon a majority vote of active members.

## **Article VI Committees**

**Section 1.** The Board of Directors may from time to time authorize the appointment of committees which they deem necessary.

**Section 2.** The President may fill vacancies on any committee by appointment without confirmation by the Board of Directors.

## **Article VII Dues and Charges**

**Section 1.** "The annual dues shall be set by the Board of Directors for each year prior to May 1st. All dues are payable on or before May 15th of each year. Any member who shall fail to pay said dues by that date (May 15th) shall be automatically suspended from the use of the Club facilities (provided, however, the Board of Directors may, upon written request, grant exceptions in unusual cases), and may be expelled from membership by action of the Board of Directors for non-payment of dues."

**Section 2.** The Board of Directors may adopt such rules and regulations as it may see fit to adopt in regard to reinstatement of members suspended or expelled for non-payment of accounts.

**Section 3.** Club owned memberships shall be sold by the Club for a membership fee, and first year's dues, as set forth by the Board of Directors.

**Section 4.** If any member moves from Abilene or otherwise desires to terminate their membership in the Club, they may procure a new member to take their place who is acceptable to the Board of Directors of the Club and sell their membership in the Club to such new member for whatever price they may obtain therefore upon payment of \$50.00 to the Club to process such transfer and payment of any and all charges that such withdrawing member may be then owing to the Club. The Club may assist any withdrawing member in providing a list of approved applicants who desire membership in the Club, but if said list is used, it must be used in chronological order as stated in Article II, Section 5, and at an offering price considered fair to both parties by the Board of Directors or the President of the Club.

## **Article VIII**

These by-laws and amendments thereof, together with any and all rules and regulations hereafter adopted by the Club shall remain consistent with the applicable provisions of the Internal Revenue Code as it now exists and is hereafter amended.

The following rules are now in effect in connection therewith:

- (1) children will be permitted to use the swimming facilities on the basis of their own membership or the membership of adults;
- (2) no beverage subject to tax under chapter 51 (distilled spirits, wines, and beer) will be served or permitted to be consumed on any premises under the control of such organization; ***no alcoholic beverages will be permitted on premises;***
- (3) no dining facilities (other than facilities for light refreshment or mobile food vendors), and no dancing facilities, will be provided on any premises under the control of such organization; and
- (4) such organization is not controlled by, or under common control with, any other organization.

#### **Article IX**

**Section 1.** The Board of Directors is authorized and empowered to adopt and promulgate rules and regulations governing the use of the swimming pool and other Club facilities, and every member of the Club is subject thereto and shall abide thereby.

#### **Article X**

**Section 1.** These by-laws, or any part thereof, may be amended, modified or repealed at any regular or special meeting of the membership.