

Constitution Of The Mountain View Swimming Club

Article 1

This corporation shall be known as the Mountain View Swimming Club and the purpose of the proposed corporation are to acquire, establish and maintain a swimming pool and to erect and maintain such other facilities required for the purpose of providing for the furnishing of refreshments, entertainment and social diversion of its members and for these purposes to have, possess and enjoy all the rights, benefits and privileges of the said act of assembly and its supplements; that it is an association that does not contemplate pecuniary gain of profit, incidental or otherwise to its members.

Article 2

1. Membership in the corporation shall be evidenced by share certificates which shall be non-assessable, non-negotiable, non-profit sharing, non-interest bearing and shall not represent an obligation of the corporation. Family membership in the corporation shall be acquired by the purchase of three (3) shares of stock at a price of \$50.00 per share. Single membership in the corporation shall be acquired by the purchase of one (1) share of stock at a price of \$50.00 per share.

2. No membership shares may be sold except to the corporation. The corporation shall have the option to purchase said shares at a price not less than the original sale price of such shares when issued, and to purchase on the same terms such membership shares as may be recalled by the Board of Directors.

3. The corporation, through its Board of Directors, may revoke the membership and recall the share certificates of any member who fails to comply with lawful and reasonable rules, regulation and requirements duly enacted by the corporation for the government of its members, or has otherwise conducted himself as to give cause for revocation of membership. No membership shall be revoked except upon (10) days notice to the member concerned to attend a hearing before the Board of Directors. Membership of a member cannot be revoked at the hearing unless approved by 2/3 of the members of the Board of Directors present. There shall be no appeal to the membership from the decision of the Board of Directors concerning the revocation of membership.

4. Except for payment as hereinafter provided, the each certificate shall become null and void upon the date that the holder thereof ceases to become a member for any cause. The time and manner in which the holder shall be paid the value of the certificates shall be determined by the Board of Directors, except that certificates will not be redeemed until membership reaches 225. Certificates shall be redeemed in the chronological order in which the memberships terminate and as soon as payment is received from an incoming member.

Member shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their families to whom privileges of the corporation shall have been extended, and for all charges and liabilities that may be imposed upon or incurred by guests introduced by them. The corporation shall be under no obligation to redeem any membership fee until such charges or liabilities shall have been paid.

5. The maximum membership of the corporation shall consist of 264 family members, and

24 single members or any combination not exceeding 816 shares of corporation stock.

6. In order to become a member of the organization, an applicant must be proposed by a voting member in good standing, submit the necessary application forms, and be interviewed by members of the membership committee who shall make their recommendations to the Board of Directors at their next regular meeting, whereupon the application shall be voted upon. A 2/3 vote of the Board of Directors present shall be required for approval of any applicant.

Article 3- Voting

1. Each certificate holder of record in the corporation, on the fifth calendar day in advance of any regular or special meeting of members shall be entitled to one vote per membership at such meeting, provided he is in good standing with the corporation.

2. Those entitled to vote shall cast their votes in person, or otherwise as stipulated by the Board of Directors, but there shall be no voting by proxy except that the member may vote by proxy by designating his or her spouse to cast the vote to which the membership holder is entitled.

Article 4- Board of Directors

1. The management of the corporation shall be vested in a Board of Directors who shall direct the investment and care of the funds and property of the corporation; make appropriations for specific purposes, act upon applications for membership, hire employees subordinate officers and committees; fill vacancies in office and in the Board; and generally conduct the corporation business in accordance with the By-Laws and the laws of the Commonwealth of Pennsylvania.

2. The Board of Directors shall consist of nine (9) members. Directors shall be elected for a term of three (3) years by a majority vote of those members present at the annual meeting of the corporation. Terms of office shall be staggered with three (3) renewed each year.

3. The President of the corporation, at least thirty (30) days before the annual membership meeting may appoint a nominating committee of three (3) voting members in good standing, who shall nominate the required number of members in good standing for the available offices of Directors, and submit such nomination to the members at the annual membership meeting, Nominations may also be made from the floor at the annual meeting.

4. Vacancies in the Board of Directors shall be filled by a 2/3 of the remaining members of the Board, and each person so elected shall serve until the next annual meeting, whereupon the members shall elect a successor to serve the un-expired term.

Article 5- Funds

1. The funds necessary for the conduct and management of the corporation shall be raised by such membership fees and dues shall be prescribed by the Board of Directors, by fine and penalties imposed for violations of the By-Laws, rules and regulations, by donations, gifts, and voluntary contributions; by the proceeds from the sale of refreshments, of amusements, and entertainment given or held by the corporation's members and by proceeds from real and personal property of the corporation.

Article 6- Amendment

1. Amendments to the constitution may be made by a majority vote of the members at any regular meeting of the corporation or at any special meeting called for that purpose; provided, however that at least ten (10) days written notice of such amendment shall have given by mail to each member entitled to vote, setting forth the article to be amended and the proposed amendment.