

# **NORTHWOOD SWIM CLUB BYLAWS**

## **ARTICLE I - NAME**

1. The name of the corporation is Northwood Swim Club.

## **ARTICLE II - OFFICES**

1. The principal offices shall be at P.O. Box 95, 16700 F Drive North, Marshall, Michigan. The corporation may also have offices at such places as the Board of Directors may from time to time appoint, or the business of the Corporation may require.

## **ARTICLE III - CORPORATE SEAL**

1. The Corporate seal shall have inscribed thereon the name of the Corporation, and the words "Seal" or "Corporate Seal". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

## **ARTICLE IV – OWNERSHIP AND PERSONS ENTITLED TO USE CORPORATE FACILITIES**

1. Ownership shall be limited to a predetermined number voted on by the Board of Directors each year. There shall be one class of owners. No one shall be admitted to ownership without the completion of required forms, dues and assessments from the prior and current year paid in full, and approval of the ownership Secretary.
2. Owners and their dependants who permanently reside with the owner shall have the right to use the facilities of the Corporation.
3. Upon approval by the Board of Directors non-dependant children of owners shall have the right to use the facilities of the Corporation. Considerations will be made by the Board of Directors if there appears to be an overuse, consistent regular use, or abuse of the pool by non-dependant children. In these cases, non-dependant children would be advised to purchase their own ownership. In situations where there is a capacity issue for owners wanting to use the pool, non-dependant children would have to yield use of the pool to paying owners.
4. The term "dependant" shall be construed to mean any person who is legally under the guardianship of an owner, and adult children under the age of 22 who still reside with the owner. The term "owner" as used in these Bylaws shall be construed to mean spouses/individuals. The term "family unit" shall be construed to mean one set of spouses and their dependent children.
5. The Board of Directors may from time to time make provisions governing the use of the facilities of the Corporation by guests and may establish charges therefore.
6. The ownership shall entitle the owner to a Certificate of Ownership, entitling the owner to the rights and privileges of ownership as provided herein.
7. Spouses shall hold Corporation ownership as tenants by the entirety, and shall constitute one owner. In the event of a divorce, their Certificate of ownership shall be canceled and become null and void, except however, that if one spouse assigns his or her interest therein to the other in writing, then, and in the event, the Board of Directors, upon receipt of notice of divorce and of such assignment shall forthwith issue a substitute Certificate of ownership to the assignee, without cost. Notice of the divorce and assignment of ownership must be given on or before one year following the decree of divorce, and in the event no such notice and assignment is presented to the Board of Directors within one year, the ownership shall be terminated and the ownership shall be transferred at the discretion of the Board of Directors.

## **ARTICLE V – TRANSFER OF OWNERSHIP**

1. Ownership in the Corporation may be transferred only in the following manner:
  - A. To any adult child of an owner.
  - B. Any owner may sell their ownership at any time to any other person, subject only to ARTICLE IV, Section 1, and ARTICLE V, Section 3.
  - C. Any owner unable to sell their ownership has the option of requesting the Board of Directors to sell his ownership. Sales handled strictly by the Board of Directors shall be prioritized in order of when written requests to handle the sale were provided. Any owner who has moved their permanent residence outside of Calhoun County, Michigan, shall have preference and priority in the sale list over those still remaining in the county.
2. Upon the death of an unmarried owner, the legal representative of such owner may transfer the ownership to the Corporation under the terms of ARTICLE VI, Section 3.
3. Prior to selling an ownership, the owner should contact the Ownership Secretary and request a copy of the Form of Assignment. After completion of the sale of ownership the original owner should complete the form of assignment and return it to the Ownership Secretary. All delinquent & current year dues, assessments, and penalties must be paid to the Club prior to transfer.

## **ARTICLE VI – CANCELLATION AND TERMINATION OF OWNERSHIP**

1. The ownership of any owner shall automatically terminate in the event of failure to pay annual dues within the 30 days after the due date thereof, unless the Board of Directors determines an extenuating circumstance makes the application of the rule in this section unwarranted.
2. Upon termination of ownership, the ownership certificate held by the owner shall automatically be canceled for violation of ARTICLE VI without refund.
3. Ownership of any owner may also be terminated by a two-thirds vote of the Board of Directors properly convened pursuant to ARTICLE XII and in the event of termination of ownership by the action of the Board of Directors there shall be no refund to the owner whose ownership has been terminated. Termination of ownership by this paragraph shall not be effective until 30 days from the date of mailing of notice in writing to said owner by registered mail addressed to said owner to the address shown on the ownership roll.
4. Persons found to have acted or behaved in a way which is not consistent with reasonably expected behavior, as determined in the sole discretion of the Board of Directors of the pool (including, but not limited to, those set out in the rules and regulations of the pool) at the pool shall, upon a vote of two-thirds of the Board of Directors, shall (a) have their membership revoked and (b) shall immediately have their ownership revoked pursuant to ARTICLE VI(3) above (clauses (a) and (b) together, the “**Revocation**”). In the Board of Directors complete discretion, the Board of Directors may, prior to issuing a Revocation, issue a verbal or written warning, and may at any point thereafter conduct another vote and revoke such persons membership and pool shares without further warning.

## **ARTICLE VII – DUES**

1. The annual dues shall be set by the Board of Directors and shall be due and payable on or before the first day of April of each year. Dues are defined as annual fees, guest fees, cleaning fees, past due interest fees, annual assessment, and any and all fees, which shall be determined by the Board of Directors. In the event the dues are not paid or postmarked on or before May 31st, a collection fee of 5% of the annual dues shall be charged and ARTICLE VI, Section 1 & 2 of these Bylaws shall apply. Dues must be paid in full, liability waivers must be signed, and owners must be in good standing with all past dues and assessments to pick up a key each spring.
2. Owners who choose to volunteer as one of the following Board owner positions (the President, Vice President, Treasurer, Secretary, Facilities & Grounds Manager, and Building & Equipment Manager) will be

responsible to pay 0% of the annual dues and 100% of any assessments or fees applicable to that year. If a Board Member chooses to step down or is removed during the swimming season, they will be responsible for a prorated amount of dues based on the months remaining in the swimming season.

3. Owners who choose to volunteer on the Pool Upkeep Crew & Facilities Crew will be responsible for 50% of the annual dues and 100% of any assessments or fees applicable to that year. If owners do not perform to a satisfactory level and receive two written notices of such, they will be removed from their volunteer duties and will become responsible for a prorated amount of the annual dues based on the months remaining in the swimming season. They are required to clean the pool a minimum of four times per month. They are required to clean the bathrooms twice a week and before/after Holiday weekends.
4. Owners who choose not to volunteer on any of the Board Positions or Pool Upkeep Crew will be responsible for 100% of the annual dues and 100% of any assessments or fees applicable to that year.
5. Owners who perform landscaping, lawn care, lawyer services, or other volunteer positions at the pool are responsible for a predetermined percent of the annual dues and 100% of any assessments or fees applicable to that year. These shall be in writing and agreed upon by both the Board and the owner volunteering. If volunteer services are not completed to a satisfactory level and owners receive two written notices of such, they will be removed from their volunteer duties and will become responsible for a prorated amount of the annual dues based on the months remaining in the swimming season.

#### **ARTICLE VIII – MEETING OF OWNERS**

1. All meetings of the ownership shall be held at the Corporation in Marshall, Michigan, or at such other places as the Directors may appoint, or the business of the Corporation may require.
2. Notice of meetings shall be given by the Secretary in writing, electronically via email at a current email address given by each owner at least five (5) days prior to the meeting. Mailing by ordinary mail of a written notice of meeting to the address of the owner shown on the Corporation ownership roll shall constitute notice.
3. Voting at all meetings of the Corporation shall be by ownership, each family unit shall have one vote.
4. Twenty percent (20%) of the paid ownership shall constitute a quorum.
5. Attendance may be in person or properly appointed proxy. owners present by proxy shall be counted as present for the purpose of determining the presence of a quorum. And the vote of a properly appointed proxy shall be counted as though the owner was present in person. Provided, however, the proxy votes may not be cast for the election of officers and directors. Any one ownership may represent, by proxy, no more than three (3) ownerships.
6. Whenever the notice of any meeting of the ownership shall contain a notice that the provision of the section shall be invoked, if a quorum is not present for the meeting, the President or the temporary chairman elected at the meeting may adjourn the meeting to a time not more than twenty (20) days nor less than ten (10) days after the date of the date of the original meeting and notice of such adjournment shall be sent out via email to the ownership.

#### **ARTICLE X – SPECIAL MEETINGS**

1. Special meetings of the owners may be called by the President, by a majority of the Board of Directors, or by petition directed to the Board of Directors and signed by not less than ten percent (10%) of all the owners of the Club, and upon receipt of such petition the Board of Directors shall call a special meeting to be held within 30 days after receipt of such petition. It shall be the duty of the Secretary of the Corporation to send notices of the meetings as required by the Bylaws to the request of the President or the request of a majority of the Board of Directors or upon notification to him/her that a petition as hereinbefore provided, signed by ten percent (10%) of the ownership, has been filed with the Board of Directors. Such petition and notice shall state the purpose of the meeting to be called and the date, time, and location of the meeting.

## **ARTICLE XI – DIRECTORS**

1. The property and business of the Corporation shall be managed by its Board of Directors, no more than seven (7) in number, all of whom shall be owners of the Corporation. Board owners positions will be re-listed every 3 years and interested owners at that time can submit to be considered for those positions and will be voted by current Board owners. When a Board position becomes available during those 3 years, the Secretary will notify the ownership and they can submit to be considered. A Board vote will occur to fill that empty position after 30 days of notifying ownership.
2. The Directors, shall by resolution, prescribe rules and regulations concerning the use of the swimming pool and facilities of the Corporation including guest privileges, assessment, any and all fees.
3. A Director shall be removed because of excessive absence, missing three (3) consecutive meetings, or for failure to perform their duties and obligations as a Director by two-thirds vote of the Directors.

## **ARTICLE XII – SUBCOMMITTEES OF DIRECTORS**

1. The Board of Directors may, by resolution passed by a majority of the Board, designate one or more subcommittees. Each subcommittee shall consist of two or more of the Directors of the Corporation.
2. The subcommittees shall keep regular minutes of their proceedings and report to the Board when required and make recommendations to the full board to be voted on.

## **ARTICLE XII – MEETING OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall hold a meeting as soon as practical and in no event less than 30 days prior to the annual pool opening, at which time the officers for the ensuing year will be elected, if necessary.
2. Special meetings of the Board may be called by the President on three-days' notice to each Director, either personally, by email or by telephone.
3. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meetings at which there is a quorum shall prevail, except as may be otherwise specifically provided by statute or by the Articles of Incorporation by these Bylaws.
4. Any meetings of the Directors for which all owners of the Board have signed a written waiver of notice of the meeting shall be a lawful meeting of the Board of Directors whether notice as hereinbefore has been given or not.

## **ARTICLE XIV – OFFICERS**

1. The officers of the Corporation shall be elected by the Board of Directors at their first meeting following the meeting of ownership. All officers shall be owners of the Corporation and shall consist of the following:  
  
President  
Vice President- Pool Crew & Chemicals Manager  
Treasurer  
Secretary  
Pool Building & Equipment Manager  
Facilities & Grounds Manager  
Owner at Large (Optional 7th Position)
2. The Board of Directors shall have the right to appoint other officers to perform specific functions as they deem fit. Officers are appointed for a term of one-year and shall serve until their respective successors are elected.

## ARTICLE XV – DUTIES OF OFFICERS

1. The President. The President shall be the Chief Executive Officer of the Corporation; and shall preside at all meetings of the ownership. The President shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute bonds, mortgages, deeds, leases and other contracts requiring seal of the Corporation when authorized to do so by action of the Board of Directors. The President shall be an ex officio owner of all standing subcommittees and shall have the general powers and duties of supervision and management usually vested in the office of President of a Corporation. Duties include managing the relationship between the pool and the Health Department, ensuring a timely opening and managing the items required to open and remain open during the season. Is responsible to know how to maintain all pool equipment to act as the Vice President/Pool Crew Manager when needed. Is responsible for all inspections and meetings with the Health Department. Also responsible for resolving disputes between owners, as well as within the Board.
2. Vice President- Pool Crew and Chemicals Manager. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and perform such other duties, as the Board of Directors shall prescribe. Duties will include managing the Pool Upkeep Crew and ensuring all work done by the volunteers is satisfactory. Also responsible for maintaining a safe chemical balance within the pool water. Works with the President for opening and upkeep required to pass inspections by the Health Dept. Expected to attend Spring Cleaning and Fall Pick Up. They are expected to be an active part of the Board.
3. Secretary. The Secretary shall attend all meetings of the owners and Directors and shall keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings. They shall attest the execution by the Corporation of all deeds, leases, contracts, and other official documents and shall affix the Corporate seal thereto. They shall attend to the giving and serving of all notices of Corporate meetings pursuant to the Code of Bylaws and shall have custody of the books, records, and Corporate seal of the Corporation and in general shall perform all duties pertaining to the office of Secretary and such other duties as this code of Bylaws or the Board of Directors may prescribe. Will be responsible for the selling/transferring of an ownership, including but not limited to the forms and fees, certificates, and key fob transfers. Will keep an updated and accurate list of all Owners. They will keep a list of ownerships that are currently for sale as well as a waiting list for future ownerships if needed. Expected to attend Spring Cleaning and Fall Pick Up. They are expected to be an active part of the Board. Will fill in for Communications Manager if they are taking any vacation time. Responsible for the maintaining of an accurate Master ownership List complete with contact information, payments of dues & assessments completed, and notes. They will work with the Treasurer to keep an updated email list of all Owners, as well as an accurate list on social media groups of current owners. Will handle all of the communication done in email, social media, and phone for the Club and will send information to the appropriate Board member as needed. Expected to attend Spring Cleaning and Fall Pick Up. They are expected to be an active part of the Board.
4. Treasurer. The Treasurer shall have under their charge the collection of the ownership fees and dues, and shall keep or cause to be kept correct and complete records of account, showing accurately at all times the financial condition of the Corporation. Subject to the direction of the Board of the Board of Directors and Finance Committee, the Treasurer shall be responsible for all funds, money, notes, securities and other valuables which may from time to time come into the possession of the Corporation with such depositories as the Board of Directors shall designate. The Treasurer shall furnish to meetings of the Board of Directors and to the annual meetings of the owners a statement of the financial condition of the Corporation (or summary thereof). The Treasurer shall perform such other duties as these Bylaws or the Board of Directors may prescribe. Expected to attend Spring Cleaning and Fall Pick Up. They are expected to be an active part of the Board.
5. Pool Building and Equipment Manager. This position is responsible for the upkeep and management of the pool equipment in the pool room as well as the physical building itself. This can be both actively repairing and maintaining personally, or hiring the appropriate contractors to complete work. They will handle finding and organizing bids for jobs, as well as presenting those bids to the Board. They will work with a group of 3 other Board members at random to select bids. They will work with the President and Vice President to open and maintain the pool for Health Inspections prior to Opening and during the season. This position is required to be at Spring Cleaning and to help with Fall Pick Up. They are expected

to be an active part of the Board, jumping in to assist where needed. Are also expected to be able to assist in an emergency with Pool Upkeep Crew and must be trained on how to maintain the pool if needed.

6. Facilities & Grounds Manager. This position is responsible for the upkeep of the bathrooms, the cleanliness and making sure that they are properly stocked with all items the Health Dept requires. They will either do this personally or manage a crew to keep the bathrooms safe and clean all season. This position is required to be at Spring Cleaning and to help with Fall Pick Up. They are expected to be an active part of the Board, jumping in to assist where needed. Are also expected to be able to assist in an emergency with the Pool Upkeep Crew and must be trained on how to maintain the pool if needed. This position is required to maintain the property- handling the contracts for groundskeepers, lawn care, landscapers, etc. They will maintain the weeds and work with the President during opening to get the grounds up to code with the Health Dept. They are expected to be an active part of the Board, jumping in to assist where needed.
7. Owner at Large (Optional 7th Position) They are expected to be an active part of the Board. They will attend all Board Meetings and cover for other positions as required.

#### **ARTICLE XVI – CHANGING OF POOL RULES AND BYLAWS**

1. Pool Rules will be evaluated every February for a first reading and any changes will be reviewed at a second reading in the month of March and voted on being finalized by Board owners. Ownership will be notified of any changes to the Pool Rules pursuant to these Bylaws, waivers, pool rules, and any other documents the Board deems necessary and approves and must be signed by owners prior to use of the pool for that season.
1. Any proposed changes to the Bylaws need to be reviewed during a Board Meeting and thirty days consideration for any research needed. They must be evaluated for a first reading at one meeting and a second reading at a second board meeting and voted on by the Board. Ownership will be notified of any changes to the Pool Bylaws via email.

The foregoing constitute  
The Bylaws of the  
Northwood Swim Club  
As amended to date  
September 26, 2025