

*The Park Pond Club*

*Incorporated August 13, 1955*

*By - L a w s*

*April 30, 1996 Revision*



**BY-LAWS  
OF  
THE PARK POND CLUB, INCORPORATED**  
(Adopted May 15, 1975)  
Revised April 30 1996

**ARTICLE I - PURPOSES AND LIMITATIONS**

Section 1. Purposes

The purposes of the Club are to maintain and operate swimming and picnicking facilities for the use and convenience of its members.

Section 2. Location of facilities

The facilities of the Club are located in the Town of Winchester, Connecticut, abutting Park Pond and Blue Street.. A map of the premises is attached hereto marked Exhibit A. Use of the premises is subject to all restrictions and conditions set forth in any lease of the premises.

**ARTICLE II - MEMBERSHIP**

Section 1. Eligibility

In order to be eligible for membership in the Club, a person shall be a resident of that portion of the Town of Winchester indicated on the map attached hereto marked Exhibit B. Any person who would not be eligible for membership under this section, but is already a member of the Club at the time of the adoption of this section, shall continue to be eligible for membership in the Club as long as he continues his present residence.

## Section 2. Types of membership

There are two types of membership: (i) family membership, and (ii) single membership. A family membership includes husband, wife and each child of any age having the same residence; each such person is called a family member. A single membership is applicable to any other person of the age of 21 years or more; each such person is called a single member.

## Section 3. Limitations

No person shall be admitted to membership at any time that the number of family memberships plus single memberships equals 100..

## Section 4. Admission to membership

Persons are admitted to membership upon vote of the members or of the Board of Directors. A member is entitled to use the facilities of the Club subject to applicable rules.

## Section 5. Termination of membership

A person ceases to be a member if:

- (a) he resigns;
- (b) he ceases to have a residence in the area described in Section 1 of this Article;
- (c) he is in default for more than 30 days in the payment of dues or assessments; or
- (d) his membership has been terminated under Section 3 of Article VIII.

Section 6. Suspension of membership privileges

All privileges of membership shall be suspended if:

- (a) payment of the member's dues is in default;
- (b) payment of the member's assessments is in default for more than 15 days but less than 30 days; or
- (c) suspension has been voted by the Board of Directors under Section 3 of Article VIII.

**ARTICLE III - MEETINGS OF MEMBERS**

Section J. Annual meetings

There shall be an annual meeting of the members of the Club to be held during April of each year at such time and place within the Town of Winchester as may be designated by the Board of Directors, for the purpose of electing from among the members of the Club the officers, directors and members of the Nominating Committee, and for the transaction of any other business that may come before the meeting. In the absence of such designation, the annual meeting shall be held at 2 p.m. on the fourth Saturday of April at the location of the Club's facilities. The Board of Directors shall also submit for the consideration of the meeting a budget for the current fiscal year.

Section 2. Special meetings

A special meeting of the members may be called by any officer or the Board of Directors, and shall be called by the Secretary on the written request of ten adult members, at such time and at such place within the Town of Winchester as may be stated in the call.

Section 3. Notice of meetings

A notice in writing of each meeting of members shall be given by or at the direction of the Secretary to each member entitled to vote at the meeting, by leaving such notice with him at his residence or usual place of business, or by mailing a copy thereof addressed to him at his last-known post-office address as last shown on the list of members of the Club, postage prepaid, not less than seven days nor more than 50 days before the date of the meeting. The notice shall state the place, day and hour of the meeting. The Notice of the annual meeting shall include the Nomination Committee's list of nominations under Article VI. The general purpose or purposes for which a special meeting is called shall be stated in the notice, and no other business shall be transacted at the meeting.

Section 4. Quorum

At any meeting of the members, a quorum shall consist of twenty members entitled to vote.

Section 5. Voting

Every member who is 21 years of age or more, and is present at a meeting of members, is entitled to one vote. Unless otherwise determined by unanimous vote at the meeting, the election of officers and directors shall be by ballot. Upon the request of any qualified voter, the vote upon any question before the meeting shall be by ballot. Except as otherwise provided by law and in this section, all actions shall be determined by a majority vote of those members present and entitled to vote and voting at the meeting.

## ARTICLE IV - OFFICERS

### Section 1. Election and tenure of officers

There shall be a President, a Vice President, a Secretary, a Treasurer, and an Auditor, who shall be elected as provided in section 1 of Article III. No person shall hold more than one office. Each such officer shall hold office until the next annual meeting and until his successor shall have been duly elected and shall qualify. A vacancy in any such office may be filled temporarily by an appointee chosen by the Board of Directors, but at the next meeting of the members a successor to such temporary officer shall be elected to fill the unexpired term.

### Section 2. President

Subject to the supervision and control of the Board of Directors, the President shall be the chief executive officer of the Club. He shall preside at all meeting of the members and of the Board of Directors, and shall perform all the duties incident to the office of president of a nonstock corporation.

### Section 3. Vice President

During the absence or disability of the President, or during any vacancy in the office of President, the Vice President shall, subject to the supervision and control of the Board of Directors, serve as chief executive officer of the Club and shall have all the powers and duties of the President.

### Section 4. Secretary

The Secretary shall keep a faithful record of the proceedings of meetings of the membership, the Board of Directors and committees of the Board of Directors. He shall keep a register with the names and addresses of the members of the Club, and with the dates of the commencement and termination of membership; preserve on file all official communications and reports; notify all persons elected to offices and to the Board of Directors; give notice of meetings of members as provided in Section 3 of Article III or as

required by law; conduct all correspondence not otherwise provided for, and perform such other duties as are prescribed by law or as usually pertain to the office of a secretary of a nonstock corporation.

#### Section 5. Treasurer

Except as may be otherwise ordered by the Board of Directors, the Treasurer shall have charge of and be responsible for all funds and securities of the Club. He shall receive and collect all funds belonging to the Club, and shall deposit such funds in depositories selected by the Board of Directors. The Treasurer shall pay all bills of the Club, the payment of which has been authorized by the Board of Directors. He shall maintain correct and complete books and records of account and give such bonds as the Board of Directors may prescribe. The Treasurer shall prepare a balance sheet showing the financial condition of the Club as of the close of the fiscal year, and a statement of receipts and disbursements during the fiscal year. The balance sheet and statement shall be presented to the annual meeting and shall be kept by the Club for at least ten years from the end of the fiscal year. The Treasurer shall render to the Board of Directors at any time upon request, and account of the financial condition of the Club; and, in general, shall perform all the duties incident to the office of treasurer of a nonstock corporation, and such other duties as may be assigned to him by the members or the Board of Directors.

#### Section 6. Auditor

The Auditor shall audit the accounts of the Treasurer, whenever he or the Board of Directors deems appropriate and at least annually. He shall report on such audits to the Board and also to the members at the annual meeting. The Auditor shall not be a member of the Board.



## ARTICLE V - BOARD OF DIRECTORS

### Section 1. Powers and Duties

Subject to law, and to the supervision and direction of the members, the Board of Directors shall have charge of the affairs of the Club and the care and custody of its property. The Board shall have no power, however, without specific authority by vote of the members, to incur debts beyond what is necessary for the administration of the affairs of the Club and for the care of its property. The President, and in his absence the Vice President, shall preside at meetings of the Board. The Board may elect such officers in addition to those provided for in Section 1 of Article IV and such committees of the Board as it deems appropriate. The Board may determine its own mode of procedure.

### Section 2. Number and tenure

There shall be eleven directorships. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the person who held the office of President prior to the incumbent, all as members ex officio with vote, and six other persons elected by the members of the Club for terms of three years, in such manner that the terms of two elected persons shall expire each year.

### Section 3. Vacancies

A vacancy among elected directors may be filled by an appointee chosen by the remaining directors until the next annual meeting of the members of the Club, at which meeting the vacancy shall be filled for the unexpired portion of the term.

Section 4. Meetings

Regular meetings of the Board may be held at such times and places the Board may, from time to time, determine. Special meetings of the Board shall be held whenever called by the President, or any two directors, at such time and at such place as shall be fixed in the notice of the meeting.

Section 5. Notice of meeting

At least two day written or oral notice of the time and place of each meeting of the Board of Directors shall be given to each member of the Board. By the unanimous consent of the directors, however, a meeting may be held without previous notice thereof.

Section 6. Quorum

Except as other wise provided by law, a majority of the whole number of directors shall constitute a quorum for the transaction of business. No business shall be transacted by the Board unless there are present two or more of the officers specified in Section 2 of the Article.

**ARTICLE VI - NOMINATING COMMITTEE**

There shall be a Nominating committee consisting of four persons elected by the members of the Club at the annual meeting for terms of two years each in such a manner that the terms of two persons shall expire each year. Not more than two members of the Committee may serve at the same time as an officer or director of the Club. The Nominating Committee shall prepare a list of nominations of officers, directors and members of the Nomination Committee and shall provide the Secretary with a copy of the list not later than March 15.

## ARTICLE VII - OBLIGATIONS, DUES AND ASSESSMENTS

### Section 1. Obligations

No contract or undertaking obligating the Club in an amount in excess of \$200 shall be made by any officer or other person on behalf of the Club without the approval of the Board of Directors.

### Section 2. Membership dues

The dues in respect of a family membership shall be greater than the dues in respect of a single membership. Dues shall be fixed at a meeting of the members of the Club and shall continue in the amount so fixed until changed at a subsequent meeting of the members. Dues shall be payable on the 15th day of May..

### Section 3. Assessments

If in the judgment of the Board of Directors the financial needs of the Club require more moneys than are available through the payment of dues, the Board may levy assessments of the members; Provided, that the total assessments in any fiscal year shall not exceed 100 % of the dues in respect of the particular type of membership in effect at the commencement of the fiscal year.

## ARTICLE VIII - RULES RE USE OF FACILITIES

### Section 1. Rules

Each member shall abide by the following rules with respect to the use of the Club's facilities:

1. No person shall go into the water unless another person who is a capable swimmer is present.
2. No person shall swim beyond the roped area.
3. No person shall swim under the float.
4. Except for life jackets, no flotation or other gear such as scubas, snorkels, kickboards, tubes, or inflated toys, shall be used.
5. There shall be no undue roughness.
6. Dogs are not allowed on the premises.
7. No boats shall be launched or beached.
8. No soap shall be used in the water.
9. No person shall create or leave any rubbish or debris on the facilities.
10. The facilities shall be vacated at sundown.
11. Any persons under sixteen years of age shall be accompanied by a person sixteen years of age or older.
12. No alcoholic beverages shall be allowed on the premises.

### Section 2. Modification of rules

The Board of Directors may terminate or modify any rule, or may adopt any additional rule, and such action of the Board shall be binding on all members, provided, that at any subsequent meeting of the members such action of the Board may be rescinded or modified.

Section 3. Violation of rules

If any member willfully violates any rule, the Board of Directors may terminate his membership, or may suspend his membership privileges for such period as the Board may determine.

Section 4. Guests

Any member in good standing, i.e., one whose membership privileges have not been suspended, may bring to the facilities guests who do not meet the eligibility requirements of Section 1 of Article II. The member shall stay with his guests.

**ARTICLE IX - INELIGIBILITY RE OFFICER OR DIRECTOR**

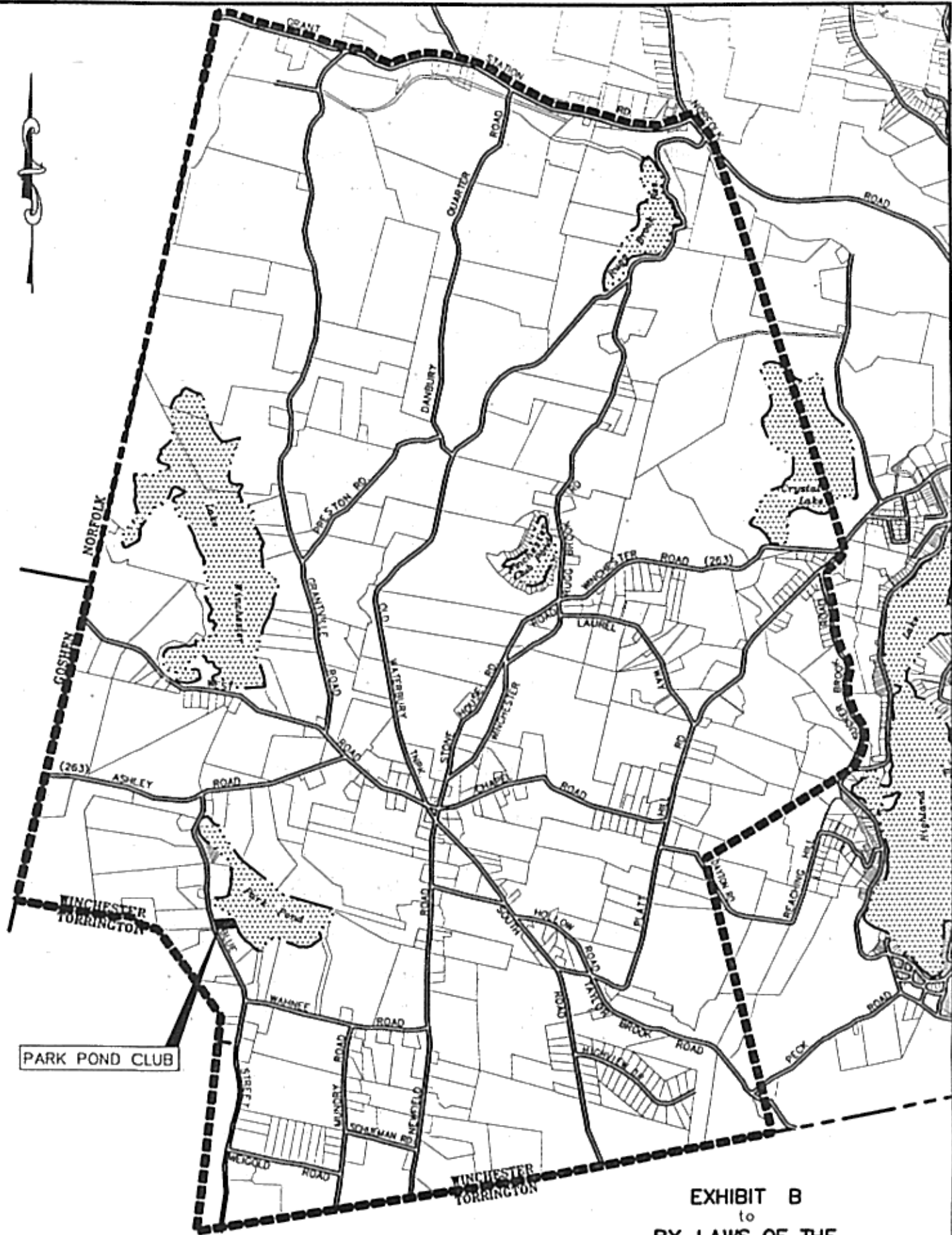
Any officer referred to in Section 1 of Article IV, after serving three consecutive full terms shall be for one year ineligible for reelection. Any elected director, after serving two consecutive full terms, shall be for one year ineligible for reelection. If any such person participates in a family membership, every other participant in such family membership shall be subject to the same ineligibility as such person.

**ARTICLE X - FISCAL YEAR**

The fiscal year of the Club shall end on the last day of December.

**ARTICLE XI - AMENDMENTS**

These by-laws may be amended by a two-thirds vote of the members at any meeting of the members, provided notice of the proposed amendment is given in the notice of the meeting.



PARK POND CLUB

**EXHIBIT B**  
to  
**BY-LAWS OF THE**  
**PARK POND CLUB, INCORPORATED**

Area within heavy dashed line  
is eligible area

Scale: 1" = 3000'