

Bylaws
Of The
University Swimming Association, Inc.

Updated and corrected for
presentation at the of 2022
Annual Meeting

March 30, 2022

ARTICLE I

Name

Section 1. This organization shall be known as the University Swimming Association, Inc. (USAI)

ARTICLE II

Purposes

Section 1. The purposes of this organization shall be:

- (a) to acquire, organize, provide, construct, develop, lease, own, operate and maintain a swimming pool and pertinent recreation facilities for its Members and, as the Board of Trustees may provide, guests of the Members;
- (b) to acquire, buy, own, sell, lease, mortgage or otherwise manage real property suitable for carrying out the above-stated purpose;
- (c) to provide and supply any or all appurtenances, and engage in such other activities, which may be necessary, helpful, useful or convenient for the carrying on of the said pool or swimming activities;
- (d) to promote, arrange or hold any and all kinds of amateur swimming contests and instruction, exhibitions and competitions and to contribute toward and provide for awards and trophies therein.

ARTICLE III

Definitions

Section 1. "Board" means the Board of Trustees, which is the group vested with the governance of the business and affairs of the Association; "entire Board" means all the Trustees then in office.

Section 2. "Bylaws" means the code of rules adopted for the regulation or management of the affairs of the Association.

- Section 3. "Certificate of Membership" means the non-transferable bond issued by the Membership Committee pursuant to the Bylaws and rules of the Association.
- Section 4. "Ex Officio" means someone who holds a position by virtue of their office where so provided under these Bylaws or where appointed by the Board. Ex Officio status does not confer any voting rights.
- Section 5. "Majority" means one-half of the total Members or Trustees present at a meeting and entitled to vote on the issue plus one more.
- Section 6. "Member" means a bond holder in the Association having such rights or obligations therein as provided in these Bylaws.
- Section 7. "Plurality" means there must be more affirmative votes than negative votes cast by the Members or Trustees present at a meeting and entitled to vote.
- Section 8. "Trustee" means any member of the Board of Trustees of the Association as provided in these Bylaws.
- Section 9. "Quorum" means the requisite number of Members or Trustees that must be present at a meeting for eligibility to vote on the issue at hand as provided in these Bylaws.

ARTICLE IV

Membership

- Section 1. Qualifications. To qualify for membership in the Association, the applicant must be:
- (a) A full-time employee of Rutgers, the State University of New Jersey, the New Brunswick Theological Seminary, or the former University of Medicine and Dentistry of New Jersey, or a part-time employee of any such institution;
 - (b) an individual who has received an undergraduate or graduate degree from any of the institutions listed in subsection (a); or

- (c) an affiliate of the Association who has been authorized by the Board pursuant to these Bylaws.

Section 2. Priority of Membership. In the event the Association membership roster is full, priority for new bond holders will go to: first, those candidates eligible via full-time employment; second, those candidates eligible via receipt of a degree; third, those candidates eligible via part-time employment and fourth, those candidates eligible via affiliation.

Section 3. Classification. There shall be four classes of membership:

(a) Family Membership. A family membership is the membership of:

1. any two individuals who are in a domestic partnership or a legally recognized marriage or civil union, where at least one of the individuals is qualified to be a member under the definition in Article IV, §1, as well as the dependent children of either/both who are bona fide residents of their household; or
2. any single individual who is not in a domestic partnership or a legally recognized marriage or civil union and is qualified to be a member under the definition in Article IV, §1, as well as the dependent children of that person who are bona fide residents of the individual's household.

(b) Couple Membership. A couple membership is the membership of:

1. any two individuals who are in a domestic partnership or a legally recognized marriage or civil union, where at least one of the individuals is qualified to be a member under the definition in Article IV, §1, where neither have children that are bona fide residents their household or dependent on them; or
2. any single individual qualified to be a member under the definition in Article IV, §1, as well as no more than one dependent child of that individual who is a bona fide resident of that individual's household.

(c) Individual Membership. An individual membership is the membership of:

1. one individual qualified to be a member under the definition in Article IV, §1.

(d) Extended Membership. The continued membership granted to an Association Member who no longer meets the qualifications for membership under the definition in Article IV, § 1, but is otherwise permitted to continue membership pursuant to these Bylaws. This membership only may be granted by a majority vote of the Board.

Section 4. Certificate of Membership/Bond. If deemed eligible for membership and upon payment of all required fees, as determined by the Board, the Membership Committee of the Board shall issue a Certificate of Membership in the form of a non-transferable bond. Certificates only may be issued in the name of a person(s) who meets the qualifications for membership, as set forth in Article IV, §1.

Section 5. Privileges of Membership. All Members are entitled to the use of all facilities of the Association, subject to compliance with all rules and requirements set by the Board, Officers and pool management. The Board may extend privileges to guests and other members of the household of any Member upon payment of an additional fee and in accordance with rules established by the Board.

Section 6. Transfer of Certificates. Certificates of Membership shall neither be transferred, assigned, nor pledged, except they may be transferred back to the Association.

Section 7. Limitation of Membership. Membership shall be limited to 325 in number, unless further restricted by the Board of Trustees during the particular fiscal year.

Section 8. Death of a Member. Upon the death of a Member who was, at the time of death, in a domestic partnership or a legally recognized marriage or civil union, the membership may be continued in the name of the surviving spouse or partner; and if the certificate of membership is outstanding in the name of the deceased, it shall be endorsed and surrendered to the Association and a new membership will be issued in the name

of the survivor. Upon the death of the survivor, the certificate shall be redeemed by the Association. At the Board's discretion, the survivor's adult child (or children) or subsequent spouse may become a Member(s) pursuant to the definition set forth in Art. IV, §1(c) by paying the fee for a new certificate of membership and paying the appropriate fees required of new Members.

Section 9. Termination of Marriage, Civil Union, or Domestic Partnership.

In a case where there has been a legally recognized termination of marriage, civil union or domestic partnership, all individuals who were eligible to use the pool under the bond will continue to be eligible to use the pool through the end of the next full season, subject to payment of the appropriate membership fees. After that time, the former spouse or partner will be eligible pursuant to the definition set forth in Art. IV, §1(c), to hold a bond and to continue using the pool by paying the fee for a new certificate of membership and paying the appropriate fees required of new Members. If an otherwise ineligible bond holder is to purchase a bond under this provision, it must be applied for within two years of the termination of marriage, civil union or domestic partnership.

Section 10. Termination of Membership. The Board of Trustees, by a majority vote, may terminate the membership of any Member who:

- (a) fails to pay annual dues for the shorter of:
 - (1) three consecutive years; or
 - (2) for a period where the Member accumulates a dues deficiency equal to or exceeding the face value of the Certificate of Membership;
- (b) fails to comply with any rule or requirement duly enacted by this corporation or the Board of Trustees; or
- (c) has otherwise conducted him or herself to give cause for such termination.

Upon termination of membership, the Association shall recall the Certificate of Membership issued to the terminated Member.

Section 11. Appeal of Termination of Membership. Termination of membership may be appealed in writing to the Board of Trustees. The Board of Trustees will review the appeal and vote to uphold or suspend the appeal. The decision of the Board is final.

Section 12. Retirement of a Member. If Members retire from their employment at the University or Seminary, the Member's membership may be continued.

Section 13. Resignation/Termination of a Member. If a Member resigns or is terminated from their employment at the University or Seminary, the USAI membership may be continued.

Section 14. Continuation of Membership-Child. At the Board's discretion, an adult who previously was validly listed as a child on the bond of an eligible member may become a Member(s) in his/her own name pursuant to the definition set forth in Art. IV, §1(c) by paying the fee for a new certificate of membership and paying the appropriate fees required of new Members.

ARTICLE V

Dues

Section 1. Receipt. Annual dues are due at such time as the Board may determine.

Section 2. Amount. Annual Dues shall be determined by the Board.

Section 3. Nonpayment. Failure of a Member to timely pay dues shall result in automatic suspension of all membership privileges including the right to vote in Association matters.

Section 4. Inactive Dues. A Member who will not be able to utilize the Association's facilities during the entire operating season must apply in writing to the Association and during that time must pay the fee for inactive status. The application for inactive status must be received within four (4) weeks of receipt of the letter of notification of pool opening operations. This permission may be extended more than once, as the

Board of Trustees' judgment indicates.

ARTICLE VI

Meetings of Members

- Section 1. Annual Meeting. An annual meeting of the Members shall be held in March or April at such time and place as the Board of Trustees may determine. Meetings may be convened via an online platform to enhance participation and/or if conditions do not permit in-person gatherings. All references to meetings throughout this document will allow for the use of on-line platforms as deemed necessary.
- Section 2. Special Meetings. Special meetings of the Members, for any purpose or purposes, may be called by the President, the Board of Trustees, or by petition of ten percent of the Members entitled to vote at a meeting. Subject to the provisions of these Bylaws, the meeting shall be held at such time and place designated by the party calling such meeting, but no member shall have the authority to incur any charge or expense on behalf of the Association in connection therewith.
- Section 3. Notice of Members' Meetings. Written notice of the time, place and purpose of every meeting of Members shall be given, either personally or by electronic mail, to each Member of record entitled to vote at the meeting at least twenty (20) days prior to the day named for an annual meeting or ten (10) days prior to the day named for a special meeting.
- Section 4. Waiver of Notice. Notice of a meeting need not be given to any Member who signs a waiver of the notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Member.
- Section 5. Record Date. The record date to determine those Members entitled to vote at a meeting shall be thirty days prior to the date named for the meeting. Nonetheless, in order to vote at a meeting, the Member must be a Member of record beginning on the date thirty days prior to the meeting, and continuing until, at least, the day of the meeting.

Section 6. Quorum of Members. Ten percent of the Members entitled to vote at the meeting must be present, in person, to satisfy quorum. In lieu of a Member's personal attendance, any adult then appearing on the current membership form for that Member who is physically present may be considered for purposes of quorum determination.

Section 7. Voting by Members.

(a) Except with regard to the election of Trustees, as set forth herein, each Member physically present shall be entitled to one vote on each matter submitted to a vote of the Members, provided that he or she is a Member in good standing.

(b) In the event that a Member is not physically present, an adult then appearing on the current membership form for that Member who is physically present may vote on behalf of that Member. If more than one such person claims the right to vote for that Member then there shall be no such right to vote on behalf of that Member.

Section 8. Votes Required. Except where expressly provided otherwise in these Bylaws, whenever any action is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast at a meeting of Members.

Section 9. Rules. Meetings of Members will be governed under the Revised Robert's Rules of Order. Notwithstanding the foregoing, the President may, in his/her discretion, forego strict compliance with those rules.

Section 10. Place of Meetings. All meetings of Members shall take place at a location no more than 10 miles from the Old Queens Building in New Brunswick, New Jersey unless the meeting is convened via an on-line platform.

ARTICLE VII

Trustees

Section 1. Number/Qualifications of Trustees. The Board of Trustees shall consist of thirteen Members in good standing. At the option of a Member in good standing, any adult while appearing on the current membership form for such Member

may be elected Trustee instead of that Member.

Section 2. Term of Trustees. Each Trustee shall hold office for a term of three years or, in the event a qualified successor is not duly elected at the conclusion of said term, until his or her successor has been duly elected.

Section 3. Classification of Trustees. There shall be three classes of Trustees. The first class shall consist of four Trustees; the second of four trustees; and the final class of five Trustees. The term of office of each class will expire seriatim so that the turnover of Trustees is staggered.

The initial classes of trustees shall be elected and serve terms as follows:

Number of Trustees	Election Year	Expiration Year
4	2022	2025
4	2023	2026
5	2024	2027

Section 4. Nominations. Nominations for Trustees shall be made:

- (a) at or prior to the Annual Meeting by the Nominating Committee; and/or
- (b) by written nomination by any Member submitted to the Board no later than March 1 of the year in which the nomination would be considered at the annual meeting.

Section 5. Election of Trustees.

- (a) At each election of Trustees, which shall take place at the annual meeting, each Member present and entitled to vote shall be entitled to one vote for each Trustee to be elected.
- (b) In the event that a Member is not physically present, an adult appearing on the current membership form for that Member and who is physically present may vote on behalf of that Member. If more than one such person other than the Member claims the right to vote for that Member then there shall be no such right to vote on behalf of that Member.

(c) Trustees shall be elected by a plurality of the votes cast at an election.

Section 6. Limitations. There are no limitations on the number of times a Trustee may be elected to office.

Section 7. Transition. The Board of Trustees and Officers holding office at the time these Bylaws are approved are authorized to take such action and continue in office until such time as elections for each of the Trustee classes described in Article VII, Section 3 have been conducted but in no event shall there be more than 13 Trustees. Notwithstanding the foregoing, elections of officers shall be conducted pursuant to Article VIII of these Bylaws after the Annual Meeting of the members first following the meeting at which these Bylaws were approved.

Section 8. Removal and Resignation of Trustees.

(a) One or more, but not all, of the Trustees of the Association may be removed for cause by the affirmative vote of the two thirds of the votes cast by the Members in good standing. Further, the Board may remove one or more Trustees for cause and suspend Trustees pending a final determination that cause exists for removal. For purposes of this subsection, "for cause" shall be limited to misconduct in office or in the community, dereliction of duty, or conviction or guilty plea or plea of nolo contendere to a crime of dishonesty or one resulting in bodily injury or death or one implicating endangerment of a minor.

(b) A Trustee may resign by written notice to the Association. The resignation shall be effective upon receipt thereof by the Association or at a subsequent time as shall be specified in the notice of resignation.

(c) Vacancies on the Board of Trustees shall be filled by the affirmative vote of a majority of those remaining on the Board (even if less than a quorum of the Board) to serve out the remainder of the term of the vacant position.

Section 9. Duties and Powers. Except as expressly provided otherwise in these Bylaws, the Board of Trustees shall have full power and authority to do anything necessary and proper

for the management and control of the affairs and property of the Association. They shall adopt rules and regulations for the operation of the Association and all its facilities and shall establish annual dues and other fees to be paid. The Board shall also require an audit of the accounts of the Association for each fiscal year.

Section 10. Committees.

- (a) The Board, by resolution adopted by a majority of the entire Board, may appoint from among the Trustees one or more committees, each of which shall have at least one or more members. Each committee shall have and may exercise all the authority of the Board, except that no committee shall:
- (1) make, alter or repeal any Bylaw of the Association;
 - (2) elect or appoint any Trustee, or remove any Officer or Trustee;
 - (3) submit to Members any action that requires Members' approval;
 - (4) amend or repeal any resolution previously adopted by the Board; or
 - (5) notwithstanding the specificity of the foregoing subsections, exercise any authority not specifically delegated to it by the Board.
- (b) The Board, by way of resolution adopted by a majority of the entire Board, may:
- (1) fill any vacancy in any committee;
 - (2) appoint one or more Trustees to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
 - (3) abolish any committee in its discretion; and
 - (4) remove any Trustee from membership on a committee at any time, with or without cause.

Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the committee meeting;

The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any Member thereof, of any responsibility imposed by law.

Section 11. Meetings of the Board of Trustees. Meetings of the Board of Trustees shall be held at such times and places, including via electronic means, as the Board deems necessary. The President, or in his or her absence, the Vice President, may call any meetings of the Board and shall preside at all such meetings. A majority of the Board shall constitute a quorum.

Meetings of the Board of Trustees may be convened by electronic media and will be governed under the Revised Robert's Rules of Order. Notwithstanding the foregoing, the President may, in their discretion, forego strict compliance with those rules.

ARTICLE VIII

Officers

Section 1. Number of Officers. There shall be Officers of the Association, chosen from amongst the thirteen Trustees in good standing. They include the following: President, Vice President, Recording Secretary, Treasurer and Communications Director. The Board may, as it deems appropriate, elect co-officers to any or all of the officer positions but the election of co-officers shall not alter the voting rights of any officer position.

Section 2. Term of Officers.

(a) The President shall serve for a term of 2 years, or until their successor has been elected and qualified, subject to earlier termination by removal, resignation, or ineligibility for such office.

(b) All other Officers shall serve for a term of 1 year, or until their successor has been elected and qualified, subject to earlier termination by removal or resignation, or ineligibility for

such office.

(c) The most recent past President who is still a member in good standing may serve as an ex-officio member of the Board for one year. The past President, however, will not have voting rights, which are only invested in the thirteen voting Trustees.

(d) All co-officers shall serve for the shorter of one year, or until the assistance is no longer needed.

Section 3. Nominations. Nominations for Officers and co-officers shall be made by any Trustee. The persons nominated for office must be Trustees.

Section 4. Election of Officers. Officers and co-officers shall be elected by a majority vote of the Board.

Section 5. Limitations. There are no limitations on the number of times a Trustee may be elected to office.

Section 6. Removal and Resignation of Officers.

(a) Any Officer or co-officer elected or appointed by the Board may be removed by the Board with or without cause.

(b) An Officer or co-officer may resign by written notice to the Board. The resignation shall be effective upon receipt thereof by the Board or at a subsequent time as shall be specified in the notice of resignation.

(c) Vacancies in any office shall be filled by the affirmative vote of a majority of those remaining on the Board (even if less than a quorum of the Board), to serve until the next annual meeting, or until their successors are obtained.

Section 7. Duties and Powers.

(a) President. The President shall preside at all meetings of the Association; sign contracts and papers relating to the affairs of the Association; make all committee appointments, except as otherwise provided in these Bylaws; be an ex officio member of all committees; and facilitate communication to membership about the Annual Meeting, membership renewal, and scheduled events.

(b) Vice President. The Vice President shall assist the President, and perform his or her functions in the President's absence and plan the annual pre-season pool cleanup.

(c) Director of Communications. The director shall conduct all necessary correspondence of the Association with its Members and others. They shall issue all general notices to Members concerning meetings as needed in alignment with the President; the annual announcement concerning the opening of the pool and such other notice to Members as shall be directed by the President or by the Board of Trustees. The Communications Director shall distribute, receive and tally any mail ballot; maintain an adequate supply of the Bylaws and of the Rules and Regulations, and perform such other functions appropriate to the office as may be required by website.

(d) Recording Secretary. The Recording Secretary shall be responsible for all minutes of meetings of the Board of Trustees and members, tallies the vote at annual meetings and performs such other functions appropriate to the offices as may be required by the Board.

(e) Treasurer. The Treasurer shall be responsible for making and keeping records of all financial transactions of the Association and shall chair the Finance Committee. In addition, the Treasurer shall be responsible for overseeing the activities of the financial administrator, the receipt of all monies due the Association by the Board, paying any service charges on such accounts as they may think proper, making disbursements approved by the Board, keeping appropriate records showing the names and addresses of the Members together with a complete record of payment in full or in account thereof and the serial number and date of instrument of indebtedness. With one other selected Officer, the Treasurer shall sign checks. They shall perform such other functions as may be appropriate to their office or required by the Board.

(f) Membership Chairperson. The Membership Chairperson shall include two additional Members to serve as a membership committee. The Membership Chairperson, or a member of the membership committee, shall receive inquiries about membership; send membership application forms; determine questions of eligibility; maintain a supply of and issue membership bonds in the Association; send a letter of welcome and pertinent information to new Members; keep and maintain records of membership (including accurate addresses); receive requests for bond redemption forms and send said forms; in consultation with membership committee members, resolve any problems related to individual membership eligibility, keep a written file of committee actions on said problems; and perform other such functions appropriate to the office as may be required by the Board.

ARTICLE IX

Financial Responsibilities

Section 1. Financial Operation. The financial operation of the Association shall be under the supervision of the Finance Committee.

Section 2. Finance Committee.

- (a) Members. The Finance Committee shall consist of the Treasurer and include at least two additional Trustees, at least one of whom is knowledgeable in financial matters.
- (b) Appointment and Term. The Finance Committee members shall be appointed by the President and approved by the Board for a term of one year.
- (c) The Treasurer will be a member of the Committee by virtue of the office and shall be responsible for preparing a draft budget.
- (d) Duties. The duties of the Finance Committee shall be:
 - 1. selecting and hiring a Financial Administrator and/or accounting personnel as needed;
 - 2. arranging for the yearly audit;

3. causing to be prepared and filed any: (a) annual corporate report and fees relating to corporate status with the State of New Jersey or (b) required federal and state tax returns;
4. procuring insurance to protect the interests of the Association;
5. reviewing the financial records of the Association at the end of July and also after the closing of the swimming season but before the Annual Meeting;
6. preparing a preliminary annual budget; and
7. serving in an advisory capacity to the Board on financial matters.

Section 3. Signing of Financial Papers. Financial papers shall be signed by two Officers, one of whom must be the President or Treasurer.

ARTICLE X

Indemnification of Trustees, Officers, and Members

Section 1. The Association shall indemnify any person who is a Trustee or Officer (collectively, "corporate agent" or "agent") against the agent's expenses and liabilities in connection with any proceeding involving the corporate agent because the agent is or was a corporate agent, other than a proceeding by or in the right of the Association, if:

- (1) the corporate agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the Association; and
- (2) with respect to any criminal proceeding, the corporate agent had no reasonable cause to believe the conduct was unlawful.

Section 2. The Association shall indemnify a corporate agent against the agent's expenses in connection with any proceeding by or in the right of the Association to procure a judgment in its favor which involves the corporate agent by reason of being or

having been the corporate agent, if the agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the Association. However, in the proceeding, no indemnification shall be provided in respect of any claim, issue, or matter as to which the corporate agent was liable to the Association, unless and only to the extent that the Superior Court or the court in which the proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, the corporate agent is fairly and reasonably entitled to indemnity for those expenses as the Superior Court or the other court shall deem proper.

Section 3. The Association shall indemnify a corporate agent against expenses to the extent that the corporate agent has been successful on the merits or otherwise in any proceeding referred to in Section 1 or 2 of this Article, or in defense of any claim, issue, or matter therein.

ARTICLE XI

General Provisions

Section 1. Fiscal Year. The fiscal year of the Association shall begin on November 1.

ARTICLE XII

Amendments

Section 1. These Bylaws may be amended by:

(a) an affirmative two-thirds (2/3) vote of the Members entitled to vote and present at a duly organized meeting, provided that notice of the proposed amendment is given to each Member with the notice required for such meeting;
or

(b) through mail ballot, provided that:

(1) discussion of the proposed amendment has occurred previously at a duly organized membership meeting;

(2) the responses are received from at least ten percent of

the membership;

- (3) at least two-thirds of these responses approve the amendment; and
- (4) notice of the proposed amendment is given to each Member with the notice requesting such a mailed ballot response at least three weeks prior to the tally date listed on the ballot.

The ballot will be distributed, received, and tallied by the Director of Communications of USAI and the results reported to the Board of the Association.

ARTICLE XIII

Dissolution

- Section 1. The Association is not organized for the pecuniary profit of its Trustees, Officers, or Members. No part of its net income shall inure to the profit of any Trustee, Officer, or Member. Any balance of money or assets remaining after full payment of corporate obligations of any kind shall be devoted solely to the educational, benevolent, or recreational purposes of the Association. On dissolution of the Association, any funds remaining shall be distributed, as determined by the Board of Trustees, to one or more Section 501(c)(3) nonprofit corporations engaged in activities substantially similar to those of the Association, or to one or more regularly organized and qualified 501(c)(3) nonprofit organizations to be selected by the Board of Trustees.