

BYLAWS OF THE GATEWAY HEIGHTS CLUB

ARTICLE I NAME:

The name of the Club shall be The Gateway Heights Club.

ARTICLE II PURPOSE:

The purpose for which this Club is formed is to promote the health and general welfare of its members and, in pursuance thereof, to buy, sell, acquire, lease, construct, own and operate a swimming pool, real estate and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, in the County of Allegheny and the State of Pennsylvania for the exclusive use of its members, their families and guests.

ARTICLE III GOVERNMENT:

Section 1. The Club shall be managed by a Board of Directors, twelve in number, each of which will serve a three-year term. The terms will be staggered, so that one third of the Board is replaced every year.

Section 2. At each annual meeting of the members of the corporation, four directors shall be elected for a term of three years to fill the vacancies created by the expiring terms of the Directors of the Board. Additional directors shall be elected to fill vacancies in unexpired terms at the annual meeting of the members of the corporation. All directors shall remain in office until their successors shall have been lawfully elected.

Section 3. Members of the Board of Directors must be Club members in good standing. The Board (of 12) shall consist of a President, Treasurer, Secretary and Past President, all of whom shall be fully bonded members. The remaining Board positions may be filled by fully bonded, partially bonded or non-bonded members. Any director failing to meet these qualifications shall cease automatically to be a director unless re-elected by the membership at the annual meeting. (Approval to Amend the Bylaws: Annual Membership meeting November 13, 1995)

Section 4. All directors shall serve without compensation.

ARTICLE IV BOARD OF DIRECTORS:

Section 1. The Board shall transact all club business.

Section 2. The Board shall make and amend rules for the regulation of the use of Club property.

Section 3. The Board shall appoint and remove such officers, clerks, agents, servants or employees as it may deem necessary and shall fix their duties and compensations.

Section 4. The Board shall elect members of the Club.

- Section 5. The Board shall fix, impose and remit penalties for violations of these Bylaws and Rules of the Club
- Section 6. The Board shall create such additional offices as may be necessary for the proper operation of the Club and its facilities and appoint one or more persons, who need not be members of the Club, to such offices.
- Section 7. The Board shall constitute and designate committees and define the powers and duties of the same.
- Section 8. The Board shall appoint a member to any vacancy occurring on the Board of Directors, said member to serve until the next annual meeting of active members.
- Section 9. The Board shall designate the bank or banks in which the funds of the Club shall be deposited.
- Section 10. The Board shall determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed. The Board shall require the signature of the treasurer or the acting treasurer on all instruments for the payment of funds.
- Section 11. The Board shall select auditors to audit the books of the Club annually; these auditors shall be neither directors or officers of the Club. The report of the auditors shall be available to the members at all times.
- Section 12. The board shall meet at least once a month during the months of March, April, June, July, August and September and at such other times and intervals as they may deem necessary. Five (5) members of the Board shall constitute a quorum.
- Section 13. The Board shall not be permitted to borrow or pledge the credit of the Club without the specific approval of the membership at a duly constituted meeting.
- Section 14. Any member of the Board of Directors may be removed from the office by a majority of the membership present in person at either an annual meeting or a special meeting called in accordance with these Bylaws.
- Section 15. The Board shall fix the terms and conditions upon which guests may use Club facilities.

ARTICLE V OFFICERS:

- Section 1. The officers of the Club shall be a president, a secretary, a vice-president, a treasurer, a director in charge of the Operations Committee and such additional officers as the Board of Directors deem necessary or advisable for the proper operation of the Club and its facilities. (Approval to Amend the Bylaws: Special Membership Meeting February 26, 2012)

- Section 2. The president should be a former Board Member or Committee Chairperson who is knowledgeable in the operation of the Club. The term of office for the president is one year, beginning at the end of the next full board meeting after the Annual meeting of the Club. Other Officers are nominated by the Nominating Committee as described in ARTICLE IX.
- Section 3. The president shall preside at the meetings of the Club and the Board of Directors. The president shall be the administrative officer of the Club, and shall appoint, subject to confirmation by the Board of Directors, the chairman of all standing committees and all special committees as may be directed. The president shall be, ex officio, a member of all committees.
- Section 4. The vice-president, in the absence or disability of the president, shall act in the president's stead, and shall be, ex officio, a member of all committees.
- Section 5. The secretary shall send out notices of the meetings of the Club and the Board of Directors, keep the minutes, distribute the minutes to the Board of Directors prior to the next meeting, ensure the billing of dues and other assessments, and attend to the correspondence pertaining to this office.
- Section 5(a). The Director assigned as Chairperson of the Operations Committee shall be responsible for hiring of the pool manager and lifeguard staff, ensuring the proper operation of the equipment needed to maintain the pool and for all other equipment on the pool grounds. (Approval to Amend the Bylaws: Special Membership Meeting February 26, 2012)
- Section 6. The treasurer shall attend to keeping the accounts of the Club, collecting its revenues, paying its bills as approved by the Board of Directors and shall deposit funds of the Club received in the name of the Club, in such depository as may be authorized by the Board. The treasurer shall be bonded.
- Section 7. The Board of Directors may remove any officer for cause and shall elect a replacement to the unexpired term.
- Section 8. The Board of directors shall replace any officer whom they deem no longer able to serve and shall elect a replacement to the unexpired term.

ARTICLE VI MEMBERSHIP:

- Section 1. The number of memberships of the Club shall be established at 250 but, at the discretion of the Board of Directors, the number may be increased not to exceed a limit of 350.
- Section 1a. The Board shall have the discretion to regulate membership levels and policies, including but not limited to number of memberships, guests, parties, activities and

events. The Board shall have the discretion to decrease the number of memberships below the number stated in Section 1 of this Article in extraordinary situations. The Board shall regulate membership levels and usage to abide by Federal, State and Local rules and regulations as well as Federal, State and Local health and safety recommendations. (Approval to Amend the Bylaws: Special Membership Meeting June 11, 2020).

Section 2. The Board of Directors shall verbally vote upon the admission to the waiting list (if one exists) of the Club of each applicant recommended by the Membership Committee. The board shall confer membership only on those applicants who shall be approved by three fourths ($3/4^{\text{ths}}$) of the Board members present. This vote shall be by secret ballot.

Section 3. Upon payment for the same after October 23, 1968, a duly elected member shall be issued a non-interest bearing, \$450 value stock certificate. Such certificates shall entitle the holder thereof to all rights and privileges as a member of the Gateway Heights Club. The cost of such certificate shall be \$450. The membership of any person extends the recreational privileges of the Corporation to all children under 25 years of age, and to such person or persons as the Board of Directors may authorize.

Section 3(a). Members, as of October 23, 1968, who possess \$300 value stock certificates shall elect one of two options as follows:

Option A: Increase the value of the \$300 stock certificate to \$450 by an additional payment of \$150. Option A entitles the holder to ~~1 1/2 votes~~ 1 vote in the Club and is associated with annual membership dues as specified in ARTICLE VII, Section 1.

~~Option B: Maintain the \$300 stock certificate. Option B entitles the holder to 1 vote in the Club and is associated with annual membership dues as specified in ARTICLE VII, Section 1.~~

(Approval to Amend the Bylaws: Annual Membership Meeting November 1, 2015 – all outstanding stock certificates are valued at \$450 and thus each was assigned 1 vote)

Section 3(b). With Board Approval, Members may purchase and possess up to 10 stock certificates (“bonds”), however no Member shall have more than the equivalent of 1 votes (as defined in Section 3(a) Option A). (Approval to Amend the Bylaws: Annual Membership Meeting November 1, 2015)

Section 3(c). Bondholders issued multiple stock certificates may only pay annual membership dues based on a single certificate (bond). Stock certificates may only be transferrable by sale to another Member-family or to Gateway Heights Club, as outlined in Section 4. (Approval to Amend the Bylaws: Annual Membership Meeting November 1, 2015)

- Section 4. The stock certificate, at the bondholder's discretion, may be assigned or sold to a bonafide associate, partially bonded member, or new member. The Membership Director shall certify to the bondholder that the family electing to purchase the bond is an approved associate, partially bonded member, or new member. The bondholder may affix the value or terms of sale. The face value of \$450 and 1 votes shall not be affected. Once the transaction is completed by the two parties the old bond must be turned in and a new bond certificate will be issued. (Approval to Amend the Bylaws: Annual Membership Meeting November 1, 2015 to reflect the change from 1 ½ votes to 1 vote)
- Section 4(a). A current bondholder or a member on the bond-refund list, at their discretion, may sell the bond when he or she vacates or sells their home. The bondholder or the member on the refund list must notify the Membership Director of their intention and provide a membership application of the prospective member with a check for the prevailing annual dues. The by-laws and its section will govern the Board as to approval of the prospective member. Once approval of the new member is granted and the annual dues are paid, the old bond certificate is turned in, a new bond certificate will be issued to the new member. (Approval to Amend the Bylaws: Annual Membership meeting November 9, 1993)
- Section 5. Membership shall be defined as (those individuals) who are members of, and living in the same household, who have applied for membership and so been approved by the Board of Directors (ARTICLE VI, Section 2). Any variation from the original approved membership must again be submitted to, and approved by, the Board of Directors.
- Section 6. The Board of Directors may define other types of memberships that differ from the family group membership defined in Article VI Section 5. The other types of memberships shall be non-bonded and shall be approved by three-fourths (3/4^{ths}) of the currently serving board members. (Approval to Amend the Bylaws: Annual Membership meeting October 19, 2008)

ARTICLE VII FEES AND DUES:

- Section 1. The annual dues shall be \$299 for each bondholder as defined by Article VI, Sections 3 and 3(a). (Approval to Amend the Bylaws: Annual Membership Meeting November 1, 2015).
- Section 1(a). Non-bonded members who wish to purchase a full bond shall pay annual dues as defined in Article VII, Section 1. plus the \$450 cost of a bond. Partial-bond holders who wish to continue payment toward a bond, may elect a payment schedule of the annual dues defined in Article VII, Section 1. plus a \$70 minimum payment toward that bond for five consecutive years or until the bond is paid in full, whichever comes first. Failure to complete the partial bonded payment plan will result in forfeiture of all monies paid into the plan and membership will result in associate status, provided it is available. The

members will not have voting rights until the bond is paid in full. (Approval to Amend the Bylaws: Special Membership Meeting February 26, 2012)

Section 1(b). Members that are non-bonded members, new members that elect not to purchase a bond or not continue with a payment schedule will pay annual dues of the amount in Article VII, Section 1. Money paid, to date, for a bond will not be refundable except at the discretion of the Board. Members who choose not to purchase a bond will not have voting rights: and under this subsection will be considered Associate members. (Approval to Amend the Bylaws: Annual Membership Meeting November 1, 2015)

Section 1(c). A member currently on the Bond list may elect to “swim-off” their \$450 bond over a period of three years by applying \$150 credit toward the full annual dues of a bond owner during each of three consecutive years. The family will be responsible for payment of the difference between the annual dues and the \$150 credit in each of the three years.

Section 1(c)1. A member currently on the Bond list may only “swim-off” one bond at a time.

Section 1(c)2. Eligible members that elect to invoke this option shall be members in good standing as outlined in Article VI, Section 5. This option should be requested prior to the start of a current swim season. The request is to be submitted in writing and the bond returned to the Membership Director and ratified by $\frac{3}{4}$ of the Board of Directors as outlined in Article VI, Section 2. After a three-year period, the bond will revert back to the Gateway Heights Club and the Bondholder shall cease membership and any vested or implied interest in Gateway Heights Club (Approval to Amend the Bylaws: Annual Membership Meeting November 1, 2015) *unless additional Bonds are owned by the same member per Article XI, Section 3(b). (November 1, 2015)*

Section 1(d). ~~A prorated Associate Membership may be offered to families who have never before been members of Gateway Heights Club. In this instance, dues will be prorated based on the number of weeks remaining in the season relative to the total number of weeks in the season. This is only available as a one time introductory offer to people who have never had a Gateway Heights Club membership (except as children in a family membership). Prorated memberships will not be issued before July 10, and may not be applied to subsequent year renewals. (Approval to Amend the Bylaws: Annual Membership Meeting November 10, 1996)~~

~~Families wishing to join Gateway Swim Club as new Bonded or Partial Bonded members will be entitled to a discount in the amount of \$100 from the current bonded dues rate for the 1st year. (Approval to Amend the Bylaws: Annual Membership Meeting November 12, 2006)~~

This section was repealed. (Approval to Amend the Bylaws: Annual Membership Meeting November 1, 2015)

Section 1(e). A one-time referral Fee **credit** of \$30.00 **per the schedule below** will be paid **issued** per new member to any current member in good standing who made the referral. The accumulated referral fees **credits** cannot exceed the current member's dues amount on an annual basis. **The referring member may choose to apply this credit to his/her dues, the dues of the incoming new member or a proportional split between both. Likewise, the member may choose to waive the referral credit.**

Referral of a New Family Membership = \$30 credit

Referral of a New Adult+1 Membership = \$20 credit

Referral of a New Individual Membership = \$10 credit

A new member is defined as a member who did not belong to GHSC for the previous season. The referring member's name must appear on the membership application of the new member and will only be paid to one current member. (Approval to Amend the Bylaws: Annual Membership Meeting November 3, 2017)

Section 1(f). The annual dues for an individual age 18 or order ("*Adult Individual*") shall be \$199; or *and* a couple living at the same physical address, where at least one individual is at least 21 years of age or older ("*Adult+1*"), shall be \$229.00. (Approval to Amend the Bylaws: Annual Membership Meeting November 3, 2017)

Section 1(g). An introductory rate of \$249.00 will be available to any new member for the first year of their membership. After the first year the rate will revert to the annual rates defined in Article VII, Sections 1, 1(a), and 1(b). This introductory rate is available only once to the member or member family. Only if the member or member family has not been a member of the club for five years may the introductory rate be used again. (Approval to Amend the Bylaws: Annual Membership Meeting November 1, 2015)

Section 2. Active members as of January 1st of each year shall be liable for the full amount of annual dues for that year.

Section 3. This section was repealed. (Approval to Amend the Bylaws: Special Membership Meeting February 26, 2012)

Section 4. Any member resigning his membership and who has paid dues in accordance with the other sections of this article shall receive a refund of dues when and as his membership is resold to a duly elected and qualified member. Such refund shall be computed in accordance with the following schedule: before February 1st of each year – 100% of dues paid, before June 1st of each year – 75% of dues paid, before July 1st of each year – 50% of dues paid, before August 1st of each year – 25% of dues paid. After August 1st of each year there shall be no refund of dues.

Section 5. Any member failing to pay dues or other indebtedness before the tenth day of the month following that in which statement of his indebtedness was sent to him by the

Secretary shall be delinquent in his indebtedness to the club. The board of Directors shall notify the member in writing that he is delinquent and that he shall be expelled if the indebtedness is not paid within 30 days of the date of such notification. A delinquent member shall be assessed additional and cumulative service charges in addition to his indebtedness of \$15.00 after the 10th day of the month in which dues are due.

Section 6. This section was repealed. (Approval to Amend the Bylaws: Annual Membership meeting November 9, 1997)

Section 7. Fees for guests shall be fixed by the Rules Committee with the approval of the Board of Directors.

Section 8. A card and/or tags shall be issued to every member by the Treasurer after the final payment of dues.

Section 9. The Board of Directors shall define the annual dues for the other types of memberships that are defined per Article VI Section 6. The annual dues for the other types of memberships shall be approved by three-fourths (3/4^{ths}) of the currently serving board members. (Approval to Amend the Bylaws: Annual Membership Meeting October 19, 2008)

ARTICLE VIII MEETINGS:

Section 1. The annual meeting of the Club shall be held each year between August 1st and December 31st at such place and time as the Board of Directors may determine. The annual meeting shall be for the purpose of electing directors, presenting committee reports and for the transaction of such other business as may be brought before it. (Approval to Amend the Bylaws: Annual Membership Meeting November 1, 2009)

Section 2. Special meetings may be called by the Board of Directors at its discretion and in accordance with ARTICLE VIII, Section 3 of these Bylaws. Special meetings may also be called by any ten members by submitting a written request to the Board of Directors stating the purpose thereof. Such special meetings shall be called by the Board within 30 days of the request.

Section 2(a). For the 2020 season, the Board may ***call a special meeting with a minimum of seven days' notice, instead of 10 days.*** This amendment will be automatically repealed at the end of the 2020 calendar year. (Approval to Amend the Bylaws: Annual Membership Meeting December 8, 2019)

Section 3. Notice of all meetings shall be given by mail or via electronic mail to members who agree in writing to receive such electronic notices, to all members at least ten days prior thereto. The notice of the Annual meeting shall include the names of all candidates for

office nominated by the Nominating Committee. The notice of the Annual Meeting or any special meetings shall state the purpose thereto and no other business shall be transacted thereafter. Notice of any meeting shall include the information for pick-up of an absentee ballot. (Approval to Amend the Bylaws: Special Membership Meeting February 26, 2012)

- Section 4. Holders of \$450 stock certificates are entitled to one vote per family. At any meeting in the absence of the holder of such certificate, the appropriate vote for such member may be cast by an adult member of his or her immediate family or by a properly validated absentee ballot.
- Section 5. Only members present in person at any meeting, or members who have filed a validated absentee ballot, are entitled to vote. Voting shall be by voice unless otherwise determined by the Chairman of the meeting or unless a written ballot is demanded by at least ten members.
- Section 6. At any meeting, 10% of the existing bonded membership present in person shall be a quorum for the transaction of all business.

ARTICLE IX NOMINATIONS:

- Section 1. There shall be a Nominating Committee to be composed of five members of the Club. The five members shall be appointed by the Board of Directors. Two of the Nominating Committee members shall be members of the Board of Directors whose terms will not expire at the ensuing annual meeting; the other three shall be members of the Club. A vacancy occurring among the three members appointed from membership shall be filled from membership; a vacancy occurring from the Board of Directors Nominating Committee members shall be filled from the Board of Directors. (Approval to Amend the Bylaws: Special Membership Meeting February 26, 2012)
- Section 2. The nominating Committee shall nominate the candidates for the vacancies in the Board of Directors to be filled at the annual meeting and the three candidates for the next year's nominating Committee. Nominations shall also be submitted by the Nominating Committee for the unexpired term of any director who shall have resigned, withdrawn, or otherwise been removed during the previous year. Such nominations shall be reported to the Secretary thirty days prior to the Annual Meeting.
- Section 3. Nominations for any candidate to be elected at the annual meeting may be made by any member from the floor subject to the nominee's consent.
- Section 4. Any vacancies on the Board (other than the Executive Committee) not filled by the time of the Annual Meeting will be appointed by the President, subject to Board approval. These will be one year appointments to be voted on at the following Annual Meeting. The Executive Committee is defined in Article V, Section 1. Vacancies within the

Executive Committee will be filled by present members of the Board of Directors with the subsequent vacancy filled as described herein. (Approval to Amend the Bylaws: Special Membership Meeting February 26, 2012)

ARTICLE X COMMITTEES:

- Section 1. The standing committees of the Club shall be Operations, Construction, Grounds, Concessions, Membership, Sports, Social, and Fundraising. Each standing committee member shall have as its chairperson a member of the Board of Directors. (Approval to Amend the Bylaws: Special Membership Meeting February 26, 2012)
- Section 2. In addition there shall be such other committees, either permanent or temporary, as the Board of Directors may deem necessary for the proper operation of the Club. Examples include Rules, Finance and Nominating. Other committees formed under this section may have as a chairperson any member of the club. (Approval to Amend the Bylaws: Special Membership Meeting February 26, 2012)
- Section 3. The duties of the various committees shall be as defined by the Board of Directors and in these Bylaws.

ARTICLE XI SUSPENSION AND EXPULSION:

- Section 1. The Board of Directors may delegate to the Chairman of the Operations Committee, or to the Chairman of the Rules Committee, or to a responsible employee of the Club, the power to suspend Club privileges for the violation of Club rules and regulations provided such suspension does not exceed seven days. A written report of such suspension containing reasons therefore shall be submitted to the President within twenty-four hours.
- Section 2. Any member may, for cause and after having been given an opportunity for a hearing, be suspended for a period of not exceeding three months by a two-thirds (2/3rds) vote of the members of the Board of Directors present at any meeting thereof. Cause for suspension shall, in general, consist of violation of these Bylaws or of the rules of the Club, or of conduct unbecoming a lady or a gentleman. Any member thus suspended shall immediately be notified in writing by the Secretary of his suspension.
- Section 3. Any member may, for cause and after having been given an opportunity for a hearing, be expelled from membership in the club by three-fourths (3/4^{ths}) vote of the entire membership of the Board. Cause for expulsion shall, in general, consist of violation of these Bylaws or the Rules of the Club, or of conduct unbecoming a lady or a gentleman. Any member thus expelled shall immediately be notified in writing by the Secretary of his expulsion and he shall thereupon cease to be a member of the Club. Any member thus expelled shall forfeit his certificate of membership which same shall be redeemed, in turn, in accordance with ARTICLE VI, Section 4 thereof; provided, however, that the

Directors shall deduct from the redemption price thereof any indebtedness of such person.

Section 4. The Directors, in their discretion, may reinstate any member upon request and repayment of any indebtedness to the Club.

ARTICLE XII AMENDING THE BYLAWS:

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3rds) vote of the members present and by absentee ballot at a duly constituted meeting upon ten days written notice by the Corporation Secretary that said meeting will be held for the purpose of altering, amending or repealing the Bylaws setting forth the proposed changes in said notice.

Section 1. For the 2020 season, the Board may ***call a special meeting with a minimum of seven days' notice, instead of 10 days.*** This amendment will be automatically repealed at the end of the 2020 calendar year. (Approval to Amend the Bylaws: Annual Membership Meeting December 8, 2019)

ARTICLE XIII MISCELLANEOUS:

Section 1. Each person who acts as a director or officer of the Club shall be indemnified by the Club, and its members, against amounts actually and necessarily incurred by him in connection with any action, suit, claim, or proceeding as a result of his being or having been a director or officer of the Club, except in relation to matters as to which he shall be individually adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct.

Section 2. The right of indemnification provided herein shall extend to each director and officer referred to in ARTICLE XIII, Section 1, whether or not he is such director or officer at the time such costs or expenses are imposed or incurred and, in the event of his death or incompetency, shall extend to his legal representatives.

Section 3. Any property of the Club broken or damaged by a member, or his guest, shall be promptly paid for by such member.

Section 4. The Club assumes no responsibility and members or their guests can have no claim against the Club for loss or damage to the property of members, or any guest, which may be brought into or left in the Club buildings, or the Club grounds.

Section 5. No intoxicating liquor shall be brought onto the Club grounds, except for adult social functions specifically approved by the Board of Directors, at which one Board member shall be present to insure the maintenance of proper conduct.

Section 6. The Club assumes no responsibility and members or their guests can have no claim against the Club for any accident or injury to any person or their property.

Section 7. Acceptance of a Personnel Policies and Practices Statement which will be added to the Bylaws. (Approval to Amend the Bylaws: Annual Membership Meeting November 11, 1999)