

BYLAWS OF ZENA RECREATION PARK, INCORPORATED

WOODSTOCK, NEW YORK

August 15, 2013

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ARTICLE I

Name and Purpose

Section 1. Name

The name of this not-for-profit organization is the Zena Recreation Park, Incorporated; hereinafter referred to as, "The Park"

Section 2. Purpose

The purpose of the Park is to provide and promote a relaxing and healthy environment for the Park's members and their families. The Park shall also provide and maintain athletic team(s) and facilities; including a Swim Team and a Tennis Team, as well as offer appropriate facilities for the practice of basketball. In addition, the Park shall offer instruction in swimming, tennis and basketball as well as any other sports the Board deems suitable.

ARTICLE II

Membership

Section 1. Types of Memberships

A. Full Park Membership

1. Family

One or two adults with dependent children normally living in the same home. If separated or divorced after becoming members, they may live in separate homes but may not adjust the participants using the family membership. However, associate memberships may be added according to the criteria below.

2. Couple

One or two family members as defined in the Family membership above, only one of whom may be under age 18 as of July 1 of the current year. Associate memberships may not be added to a Couple memberships.

3. Single

One member age 12 and up. If under 18, bond and work tax are the responsibility of the parent/guardian.

4. Associate

An individual added to a Family membership who meets at least one of the following criteria:

- Live in household help or babysitter hired for the season.
- Relative living in the family home, but not a principal member, i.e. grandparents, uncle, aunt, brother or sister, or a child who is no longer dependent.
- Grandparents – Grandchildren in the regular care of grandparents, as individual associate members.

B. Tennis Membership

1. Family

One or two adults with dependent children residing in the same home. If separated or divorced after becoming members, they may live in separate homes but may not adjust the participants using the Family Tennis Membership.

2. Couple

Two members as defined in the Family Tennis Membership above, only one of whom may be under age 18 as of July 1 of the current year.

3. Single

One member age 12 and up. If under 18, bond and work tax are the responsibility of the parent/guardian.

C. Special Membership

Programs (including tennis, swim lessons and swim team) will be open first to all Park members and then to people on the waiting list on a limited basis until full membership becomes available, according to availability and to be decided upon by the committee chair and the Park Board of Directors. If a full membership becomes available, waiting list individuals must transfer status or become ineligible for programs and must forfeit duration of program already in progress.

D. Other Membership Options

1. Babysitter and Houseguest passes available.

2. Programs (including tennis, swim lessons and swim team) will be open first to all members of The Park by a special registration event to be decided by the Board of Directors, then to people on the waiting list in priority of how they appear on the list. If there is no waiting list at the time of enrollment for instruction, programs will be available to members of The Park and members of the public on two dates after a members-only event (as discussed above), according to availability and to be decided upon by the Committee Chair and the Park Board of Directors. If The Park is at capacity and a full membership becomes available, waiting list individuals must transfer status or become ineligible for programs and must forfeit duration of program already in progress.

Section 2. Inactive Membership

Members may request inactive status for one year. This request must be received in writing by April 30 by the Membership Chairperson. The Membership Chairperson may approve up to three per season with additional requests requiring Board approval on a first come first served basis. Inactive status may not be approved for consecutive years or for more than two years in any five year period. Annual dues will be waived for the inactive year; however, work tax dues will be required. Inactive status approval will be contingent on payment of any outstanding balances.

Section 3. Leased Membership

Each season the Board of Directors will offer one year leased memberships. Availability will be after May 1st and based on bondholders granted inactive status, or bondholders for whom membership fees are waived, including Board members and member/employees. The membership may be any type: Family, couple, or single. Annual dues plus a fee will be charged with no work tax. A leased membership may not be held by the same persons for consecutive years without Board approval. The Board may approve consecutive years leased memberships if there are no other prospects.

Section 4. Membership Requirements

All members are required to purchase a bond and pay an initiation fee as a prerequisite of membership.

Section 5. Priority of Membership and Membership Quota

The Board of Directors, at its discretion, may set quotas on each classification of membership. The priority of membership acceptance will be as follows:

A) Family Membership B) Couple Membership C) Single Membership D) Tennis Membership

ARTICLE III. Bonds

Section 1. Requirement

All members of the Park are required to purchase a non-interest bearing bond as a condition of membership. Bond applications shall be accepted on a first come, first served basis without regard to race, creed, sex or nation of origin.

Section 2. Quota

The number of outstanding bonds shall be limited to 315. Bonds for the Tennis Membership will be determined by the Board annually.

Section 3. Bond Transfer

Bonds shall be non-transferrable. All bond sales and redemptions shall be made through The Park. However, a change of membership classification within a household will permit the transferring of a bond within the household. A new bond will be issued under the new classification and member(s).

Section 4. Bond Purchasing Options

The bond and initiation fee may be paid in one lump sum upon joining, in which case the purchaser becomes a bond-holding member with all rights and privileges.

The Board may, at its discretion, formulate a plan by which the bond and initiation fee can be paid in installments, in which case a surcharge may be added.

The following restrictions apply to those who purchase a bond in installments:

- a) There will be no refund of partial payments. However, prepayment of the bond, initiation fee and any surcharge may be made.
- b) The bond will be issued when all payments for bond, initiation fee, surcharge and current year's dues have been made.
- c) Any assessments or work tax required of the general membership will be required of those purchasing bond in installments.
- d) Any person who elects to purchase a bond under an installment plan will not be allowed to vote on park matters or hold a Board of Directors position until full payment is made.

Section 5. Term of Bond

Each bond submitted for redemption shall be redeemed in the chronological order in which the membership terminated (determined by post-mark on letter of resignation) and upon receipt by the Park of the proceeds from a new member's bond purchase. The Board of Directors shall determine the time and way in which the bondholder shall be paid the value of the bond. When sufficient funds are available, the Board may instruct the Treasurer to make the redemption payment to resigning member prior to receipt of funds from a new member's bond. Each bond shall remain in effect as evidence of the agreement until one of the following occurs:

- A) RESIGNATION – The membership submits the bond to the Treasurer with a written request for redemption. In the event that the member's bond has been lost, destroyed, or is otherwise unavailable, that bond may be canceled on the Park accounts and no refund will be due.
- B) DEFAULT – In the event of the enforcement of any revocation, neither the signature of the bondholder nor the delivery of the bond shall be required to complete the transfer of the bond to the Park. The Treasurer is hereby authorized, as the agent for the holder of the bond, to reclaim the bond.
- C) DISSOLUTION– In the event of the dissolution and sale of The Park, all valid outstanding bonds shall be redeemed out of the proceeds of the sale prior to the payment of any unsecured creditors. Payment shall be on a pro-rated basis subject to a set-off for all debts, dues and other financial obligations, if any, owed by the individual

bondholder to The Park. In the event of any surplus remaining from the proceeds of the sale after redemption of the outstanding bonds, and payment of all other outstanding debts and obligations, such surplus shall be paid over and pro-rated among the then membership of The Park.

ARTICLE IV Dues and Fees and Resignations

Section 1. Dues

All bills for annual dues will be mailed out no later than January 1st. They are payable unless written resignation is received prior to May 1st. Members elected to the Board of Directors shall be exempt from annual membership dues for the duration of their term.

There are several payment options for our members to choose from:

- A) Dues paid in full by May 1st*
- B) Pay in full by check or credit card*
- C) Installment payments by credit card- February, March and April and May*

All members must provide credit card/bank account number for all balances due (this includes work tax, snack bar fees, etc.). Late fees will be charged after May 1st.

Section 2. Fees

INITIATION FEE – New members shall pay an initiation fee in an amount to be fixed by the Board of Directors.

ASSESSMENT – All members may be assessed, if required, in addition to the regular dues, an amount fixed by the Board of Directors. A “Work Tax” may be assessed by the Board annually. These assessments will be announced at the February membership meeting.

INDEBTEDNESS – Failure to pay any indebtedness, within 30 days of the billing, will constitute grounds for suspension. The Treasurer will advise the member of his suspension; and in the event the payment is not received within 15 days, membership in the Park may be revoked. The Board may reinstate the member upon his/her written request after payment of all indebtedness and a reinstatement fee. Upon cessation of membership, for any reason, all indebtedness owing to the Park by the member shall be deducted from the full bond value.

Section 3. Resignations

Resignations must be received prior to December 31st. The penalty schedule after that date is as follows:

Between January 1st and April 30th – 10% of current yearly dues.

Between May 1st and May 31st – 25% of current yearly dues.

Between June 1st and June 30th – 50% of current yearly dues.

After June 30th there will be no refund.

Work tax is also required.

ARTICLE V Rules and Regulations

Section 1. Adoption

Rules and regulations for members and guests for the use of Park property and facilities may be adopted, changed or amended by the Board of Directors. All rules and regulations whether adopted, changed or amended by the Board of Directors or not, should be reviewed annually during the October meeting and a copy shall be included in the minutes of that meeting. A copy of the Rules and Regulations of The Park should be posted on the bulletin boards at the pavilion and tennis courts. In addition, a copy is to be posted on The Park’s website and a copy shall be made a part of the policy and procedures manual kept at the Park for both members and employees.

Section 2. Suspension and Revocation

A membership may be revoked or suspended for violation of any of the bylaws or rules of the Park. Membership is immediately suspended pending an emergency meeting of a quorum of the Board of Directors to investigate the incident within a reasonable amount of time. A statement of the charges will be mailed by registered letter to the

member at least 15 days before final action is taken. This statement shall be accompanied by a notice of the time and place where the Board of Directors is to take final action. The member shall be given an opportunity to present a defense at that time. Such suspension or revocation shall be by a 2/3 vote of the full Board of Directors.

ARTICLE VI General Membership Meetings and Voting

Section 1. Annual Meetings

Annual meetings of the Park membership shall be held each year in February and September at a place designated by the Board of Directors. The membership shall be notified in writing of the time and place of each meeting not less than 15 days in advance of the meeting.

Business to be discussed at these meetings shall include:

- review of previous season, report of committees, tabulation and announcement of new Board of Directors (September Meeting).
- Treasurer's report, budget review, proposed schedule of fees/assessments reports from committees, programs and plans for current season (February's Meeting).
- The audited financial statement for the fiscal year; the operating and capital budgets for the present year; table of fees/assessments; and changes in the rules and regulations and bylaws adopted over the last year will be mailed with the announcement of the February meeting.

Section 2. Special Meetings

- A. Special meetings of the Park membership may be called by the Board of Directors when necessary.
- B. The Board shall also call a special meeting when requested in writing by at least 25 Park members representing at least 25 bonds. The written request must include a statement of the business to be discussed at the special meeting. The Board shall schedule the special meeting within 30 days of receiving the written request and vote, if necessary, within 45 days.
Notices stating the time, place, and business to be discussed shall be mailed to the membership not less than 10 days in advance of the meeting.
- C. Meetings must be held to discuss certificate of incorporation changes or other matters requiring approval by Park membership. The meeting must be held coincident with or prior to the voting date.

Section 3. Voting

- A. The Park membership shall vote on the basis of one vote per bond. Ballots shall be mailed to the membership not less than 10 days in advance of the voting date. Voting may be by mail or in person. Voting by proxy is not allowed.
- B. A 2/3 majority of those voting is required to approve bylaw changes, certificate of incorporation changes or major capital expenditures. A simple majority of those voting is required to approve other matters.

ARTICLE VII Organization and Elections

Section 1. Organization

- A. The general management of the affairs of the Park will be vested in the Board of Directors, consisting of 9 members.
- B. Directors of the Park will be elected in September.
- C. The officers of the Park will consist of a President, Vice-President, Secretary, and Treasurer.
- D. Meetings of the Board of Directors will be scheduled monthly by the President. Special meetings may be called by the President or by the Secretary when requested by two Board members. Absence from three

consecutive meetings or more than three meetings in one year without good reason constitutes cause for removal from the Board. A vote for removal requires 2/3 majority of the full Board.

E. A majority of the Board Directors constitutes a quorum. Voting may not be done by proxy.

Section 2. Elections

A. **Nominations** – The President will appoint the chair of the nominating committee from the membership to submit names for the Board of Directors. Additional names may be submitted for inclusion on the ballot by member petition consisting of not less than 25 members representing at least 25 bonds.

B. **Terms** – All directors shall be elected for a three year term, with three seats opening each year.

C. **Voting** – Election will be by general membership vote on the basis of one vote per bond for the number of candidates necessary to fill the expiring Board of Director positions. Ballots will be mailed to all members 15 days prior to the September membership meeting. The election judge will be appointed by the Board of Directors at the August Meeting. Ballots may be returned by mail or turned in personally, one hour prior to the start, at the membership meeting to the election judge. Candidates receiving the highest number of votes will be declared elected. Provision will be made on the ballot for write-in candidates. In case the election cannot be determined because of a tie vote, a run-off election will be held.

D. **Officers** – The Board of Directors will elect one of their members President, one Vice-President, one Secretary, and one Treasurer. This election will take place during the October board meeting. Assumption of office takes place at that time. The term of office will be one year.

E. **Vacancies** – Vacancies on the Board of Directors will be filled by a majority vote of the remaining Directors by using the current slate as a guide. This appointment will be valid only until the next election of Directors, the term of a Director or Directors so elected shall be for the remainder of the term of the vacancy to be filled.

ARTICLE VIII Duties of Officers

Section 1. President

The President will preside at all meetings of The Park membership and of the Board of Directors. He/She will appoint standing committee chairmen and such other committee chairmen as necessary within one month of his/her election. He/She will be a member ex-officio of all committees. The President or Vice-President will sign, by direction of the Board all contracts or other instruments in writing on behalf of the Park.

Section 2. Vice President

In the absence of the President, the Vice-President will be responsible for his/her duties. The Vice-President will also be chairperson of the Human Resources Committee.

Section 3. Secretary

The Secretary will keep the minutes of all meetings and see that they are distributed to all Board members within two weeks of each meeting. In addition, he/she will be responsible for all notices to members, including the Zena Newsletter, and is responsible for The Park's forms, including ballots, work tax forms, etc.

Section 4. Treasurer

The Treasurer will have charge of all Park funds. He/She will over see all fees, dues, and charges, and disperse funds as ordered or authorized by the Board of Directors. He/She will keep regular records of all receipts and disbursements. He/She must submit his/her records when requested and give an itemized statement of all accounts at regular meetings of the Board and at the February membership meeting. He/She must provide a report of The Park's financial status at each Board Meeting. In addition, the Treasurer will be the Chairperson of the Budget and Finance Committee.

All checks and withdrawal orders on behalf of the Park will be honored upon the signature of: The Treasurer, the President, or the Vice-President.

No checks or orders for payment of money in excess of the budget will be issued without prior approval of the Board.

No major capital expenditures, in excess of \$10,000.00 may be made without membership approval. The Treasurer shall be bonded or insured.

Section 5. Responsibilities of Other Board Members

Each remaining Board member will chair at least one of the following committees: Human Resources, Membership, Maintenance, Social, Swim, Tennis, Safety, Governance, Programming, Marketing and Communications and Snack Bar.

- A. **The Human Resources Chairperson** (Vice-President) will be responsible for the general supervision of all paid Park personnel including hiring, salaries and salary negotiation, seeking out recommendations for hiring by appropriate Committee Chairs, job descriptions, grievances of either personnel or members developing and maintaining a Policy and Procedure manual for Park employees.
- B. **The Membership Chairperson** will maintain the membership list and waiting list. In the event the membership drops below the required 265 members, he/she will handle membership campaigns to obtain new members. He/She will also handle all communications with new members and distribute member information packets.
- C. **The Maintenance Chairperson** will be responsible for the general operation and maintenance of all Park facilities and equipment. Specifically, he/she will be responsible for getting the Park ready for spring opening and for closing in the fall. He/She will also be responsible for hiring a maintenance worker if deemed necessary by the Board. The Maintenance Chairperson will be assisted by a Co- Chairperson. They will be responsible for requesting a minimum of 2 bids for all capital purchases/improvements to ensure the best interest of the Park.
- D. The Social Committee Chairperson will be responsible for the Park Calendar of Events, publicity of such events, pool rentals and parties, plus all Park social events.
- E. **Swim Chairperson** will be responsible for all swimming activities including swim team, swim lessons, and recommendations for rules and regulations, etc.
- F. **Tennis Chairperson** will be responsible for all tennis activities including tennis lessons, junior program tournaments, recommendations for rules for use of the courts, recommendations for court maintenance, etc.
- G. **Safety Chairperson** will be responsible for ensuring all lifeguard staff maintains current mandated certifications and are trained and knowledgeable in all Board of Health regulations as well as Park policies, rules and regulations.
- H. **Governance Chairperson** will be responsible for review of bylaws and recommendation of changes to the Board of Directors, review of regulations and rules of the Park, develop and maintain Board of Directors membership responsibilities and job descriptions, conduct board orientation session for new board members and develop and maintain a Policy and Procedure manual for the Board of Directors and membership of the Park.
- J. The Snack Bar Chairperson will be responsible for the creation and oversight of snack bar policies and procedures, will be responsible for obtaining an operating permit from the Board of Health.
- K. The Marketing and Communications Chairperson will be responsible for updating and maintaining the Park's website, Facebook and Twitter pages, sending out mass emails to members, and advertising the Park and its offerings in various Media forms and outlets.
- L. The Programming Chairperson will be responsible for creation and oversight of programs that will increase marketing and revenue opportunities for the park as well as enhance members' enjoyment of the Park.

ARTICLE IX Committees

Section 1. Responsibilities

Standing committees of the park have general responsibility for planning appropriate programs and for making recommendations to the Board of Directors regarding staff, repairs and improvements, budget requirements and long range capital needs relative to their specific functions. Standing committees should consist of at least three members, hold regular bimonthly meetings and maintain records of work done by committee members and other volunteers for credit toward work tax. Standing committee will meet with the Board according to the following schedule:

- November – Staff review and requirements, recommendations for the next season
- January – Budget and capital; preparation for the February meeting
- May – Schedule of Events
- September – End of season review, preparation for the September membership meeting

Section 2. Standing Committees

The Standing Committees of the Park will be as follows: Executive, Budget and Finance, Human Resources, Membership, Maintenance, Social, Swimming, Tennis, Safety, Governance, Snack Bar, Marketing and Communications and Programming

- A. The Executive Committee - will function to assure orderly conduct of business by the Board of Directors by reviewing the work to be accomplished, preparing meeting agenda, etc.
- B. The Budget and Finance Committee- in addition to assisting the Treasurer in the performance of his/her duties, will provide Treasurer reports/information when the Treasurer is unable to attend a regular board meeting.
- C. The Human Resources Committee - will be responsible to seek out, interview and hire staff for all Park facilities and positions.
- D. Membership Committee - will be responsible for assisting the Chairperson with the maintenance of the membership list and waiting list, handling membership campaigns and the distribution of member information packets.
- E. The Maintenance and Operating Committee - will be responsible to assist the Maintenance Chairperson with the general operating and maintenance of all Park facilities.
- F. The Social Committee - will be responsible for assisting the Chairperson with the Park Calendar of Events, publicity of such events, pool rentals and parties, plus all Park social events.
- G. The Swim Committee - will be responsible for assisting the Chairperson with all swimming activities including swim team, swim lessons, recommendations for rules and regulations, etc.
- H. The Tennis Committee - will be responsible for assisting the Chairperson with all tennis activities including tennis lessons, junior program tournaments, recommendations for rules for use of the courts, recommendations for court maintenance, etc.
- I. The Safety Committee - will be responsible for assisting the Chairperson with ensuring all lifeguard staff maintains current mandated certifications and are trained and knowledgeable in all Board of Health regulations as well as Park policies, rules and regulations.
- J. The Governance Committee - will be responsible for assisting the Chairperson with the review of bylaws, review of regulations and rules of the park, development and maintenance of Board of Directors membership responsibilities, job descriptions and policy and procedure manual for Board of Directors and membership.
- K. The Snack Bar Committee - will be responsible for assisting the Chairperson with the creation and oversight of snack bar policies and procedures, and for obtaining an operating permit from the Board of Health.

L. The Marketing and Communications Committee - will be responsible for assisting the Chairperson with updating and maintaining the Park's website, Facebook and Twitter pages, sending out mass emails to members, and advertising the Park and its offerings in various Media forms and outlets.

M. The Programming Committee - will be responsible for assisting the Chairperson with creation and oversight of programs that will increase marketing and revenue opportunities for the park as well as enhance members' enjoyment of the Park.

N. ADHOC Committee - will be determined by the Board of Directors.

ARTICLE X Recall Procedures

Section 1. Procedure

A member of the Board of Directors may be removed from office in the following way: A Park or Board member may present charges against a Director by filing them, in writing, with the Secretary. If presented by a member, the charges must be accompanied by a petition signed by 25 members representing at least 25 bonds. The Director against whom such charges have been presented shall be informed, in writing, of such charges 15 days prior to the meeting. He/She shall have the opportunity at the meeting to be heard in person or by counsel and present witnesses. The person or persons presenting the charges against him shall have the same opportunity. The removal shall be voted on at the next regular or special meeting of the membership and shall be effective if approved by majority of those voting.

ARTICLE XI Amendments

Section 1. Procedure

Proposed amendments to these bylaws may come from either of two sources:

The Board or a Park member presenting a petition signed by 25 members representing at least 25 bonds. The general membership shall receive notification of the proposed changes at least 15 days in advance of a regular or special membership meeting. The amendments shall be considered approved by a 2/3 majority of the mailed in ballots and votes of the members present at the meeting.

Section 2. Validity of Bylaws

If any section or article is declared invalid, it shall not affect other sections or articles of these bylaws.

ARTICLE XII Resolution of Matters Not Included in Bylaws

Any matter not specifically dealt with in the foregoing bylaws shall be reserved for resolution by the Board of Directors in the best interest of the Park.