

## BYLAWS

### THE SCIENCE PARK RECREATION ASSOCIATION, INC. (AMENDED August 30, 2017)

#### ARTICLE I - NAME

The name of the Association shall be the Science Park Recreation Association, Inc.

#### ARTICLE II – OBJECT

The purpose for which this Association is formed is to foster and develop recreational facilities for people in the State College area.

NOTE: (1) All references in these Bylaws to the masculine gender are for convenience only and shall include all genders. (2) Any transaction of the Association, including but not limited to proxy votes by members, meetings by the Board of Governors and votes by the Board of Governors, may take place in person, on paper, or electronically, subject to limitations imposed by quorum.

#### ARTICLE III - GOVERNMENT

Section 1. The Association shall be managed by a Board of Governors, up to fifteen (15) in number, all of whom must be active members of age 21 or above.

Section 2. At each annual meeting of members of the Association, Governors shall be elected from among the active members to serve for a term of two (2) years. A governor may be elected to serve consecutive terms.

Section 3. Any member of the Board of Governors who shall cease to hold an active membership in the Association automatically shall cease to be a member of the Board of Governors.

#### ARTICLE IV – BOARD OF GOVERNORS

Section 1. Consistent with these Bylaws, the Board of Governors shall:

(a) Transact all Association business and make and amend rules for the use of Association property. Have the right to appoint and remove such officers, clerks, agents, servants, or employees as it may deem necessary and shall fix their duties and compensation.

(b) Elect from the Board of Governors a president, vice-president, a secretary, and treasurer. In addition, these officers will be the Executive Committee whose function it is to act for the Board of Governors during intervals between regularly scheduled meetings of the Board.

(c) Fix, impose and remit penalties for violations of these Bylaws and Rules of the Association.

(d) Constitute and appoint committees and define the powers and duties of the same. The committees shall include but not be limited to: finance, membership, communications, social, personnel, and pools & grounds.

(e) Fill any vacancy in the membership of the Board of Governors to serve until the next annual meeting of members.

Section 2. The Board of Governors shall designate the Bank or Banks in which the funds of the Association shall be deposited and determine the manner in which checks, drafts, and other instruments for the payments of funds of the Association shall be executed.

Section 3. The Board of Governors shall have the books of the Association audited annually, and the

auditor's report shall be available to the members at all times. The Board shall select an independent accounting firm whose auditor shall not be a member of the Board of Governors.

Section 4. (a) The Board of Governors shall meet at least once a month during the months of March, April, May, June, July, August, and September, and at such other times and intervals as they may deem necessary. Board members may attend meetings and vote on issues relating to The Association by phone or other technology.

(b) Seven members of the Board shall constitute a quorum.

Section 5. Nothing in these Bylaws shall be construed to permit the Board of Governors to borrow or pledge the credit of the Association without the specific approval of a majority of the membership present at a duly held meeting, unless said note shall be less than \$15,000.00 and be used to repair or replace the facilities of the Association.

Section 6. Any member of the Board of Governors may be removed from office by a majority vote of the membership present in person or represented by proxy at either an Annual or a Special Meeting called in accordance with these Bylaws.

#### ARTICLE V – OFFICERS

Section 1. The elective officers of this Association shall be a president, a vice president, a secretary, and a treasurer. The president, vice president, secretary and treasurer shall be elected annually by the Board of Governors from among its members, at the first meeting of the Board following the Annual Meeting of the Association and shall hold office until the end of the first meeting of the Board of Governors following the next annual meeting of the Association.

Section 2. The president shall preside at the meeting of the Association and of the Board of Governors. He shall be the administrative officer of the Association. He shall appoint, subject to confirmation by the Board of Governors, all standing committees and all special committees as may be directed. He shall be, ex officio, a member of all other committees.

Section 3. The vice president, in the absence or disability of the president, shall act in his stead. He shall be, ex officio, a member of all other committees.

Section 4. (a) The secretary or treasurer, in the absence or disability of the president or vice president, shall act for the president.

(b) The treasurer shall attend to keeping the accounts of the Association, collecting its revenue, and paying its bills as approved by the Board of Governors, or other agency authorized by the Board to incur them. The treasurer shall deposit funds received in the name of the Association in such depository as may be authorized by the Board. The treasurer shall also perform such other duties pertaining to the office as may be assigned by the Board.

(c) The secretary shall send out the notices of the meetings of the Association and of the Board of Governors, keep the minutes, and attend to the correspondence pertaining to the office.

#### ARTICLE VI – MEMBERS

Section 1. (a) Membership in this Association shall be limited to those persons and their families who have made proper application for membership to the Association, formerly for a pool bond and land bond, pursuant to the provisions of these Bylaws, and who have paid the required purchase price for a membership and who have paid all fees, assessments and dues established by the Board of Governors. Memberships are transferred in accordance with the provisions of Article VI, Section 9 hereof.

(b) For the purpose of voting, representation and quorum count, each active membership will be counted as one vote. Seasonal and inactive memberships (See Article VI, Section 2), shall not vote nor be considered in quorum count. Each recognized vote by an active membership may be cast by proxy, on paper or electronically, provided the proxy voter has a statement, signed by the member in writing or electronically, directing him to cast the vote.

Section 2. (a) There shall be three classes of membership in the Association: (1) Active, (2) Seasonal, and (3) Inactive.

(b) An active member is one who has purchased (i) a membership representing a share of the Science Park Recreation Association from the Association by paying the purchase price in full and whose membership account is paid in full, including the payment of all fees, dues and assessments imposed by the Board of Governors under the terms of these Bylaws for the current year or any previous year(s) or (ii) has purchased a membership representing a share of the Science Park Recreation Association from a current member wishing to sell his membership in accordance with the provisions of Article VI, Section 9 including the payment of all fees, dues and assessments imposed by the Board of Governors under the terms of these Bylaws for the current year or any previous year(s).

(c) A seasonal member is one who has purchased a special limited membership for the full price established by the Board of Governors for that operating season. A seasonal membership may be purchase only one time. If the family chooses to use the pool after the seasonal trial, a bond must be purchased.

(d) An inactive member is one who has either: (i) failed to pay all fees, dues or assessments, or (ii) has indicated in writing to the Membership Chair an intent to take a leave of absence. Inactive members shall not participate in pool privileges, activities or administration. An inactive member shall be assessed an inactive fee set by the Board of Governors. The Board of Governors may set off (without duplication) all amounts owed by an inactive member against the value of such inactive member's membership.

Section 3. (a) Privileges of membership are extended to all active and seasonal memberships as follows: persons accepted for membership, their spouse and their dependent children regularly residing in their home. A single member shall have the privilege of designating one particular guest for the season.

(b) All members (active, inactive and seasonal) will be obligated to pay all fees/dues by the date(s) specified by the Board of Governors. Such fees/dues shall be in addition to the purchase price for the membership and any special assessments levied pursuant to the provisions of subsection (c), below.

(c) In addition to the payment of the purchase price for a membership and the annual fees/dues, the Board may assess each active and inactive membership assessment(s) in an aggregate amount not to exceed \$50 per year. The payment for any such assessment shall be due and payable by all active and inactive members by no later than 30 days after proper notice thereof has been provided by the Board of Governors. Furthermore, upon the approval of two-thirds vote of the active membership present or represented by proxy at a duly authorized meeting, the Board of Governors may impose a special assessment upon each active and inactive membership in excess of \$50 in any single year. The payment for any such special assessment shall be due in accordance with such terms as the Board of Governors may approve. The value of such special assessment shall be added to the pool and land bond to value the membership.

Section 4. Any active member may, at any time, elect to become an inactive member. There shall be no refund of the current operating year fees, except as may be given specific approval by the Board of Governors in cases where fair and equitable treatment demands such a refund. In such an instance, Article VI, Section (2) (d) still applies.

Section 5. (a) 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 vote of the members of the Board of Governors present at any meeting thereof, or expelled by a unanimous vote of the entire membership of the

Board. Cause for suspension or expulsion shall, in general, consist of violation of these Bylaws or of the rules of the Association. Any member who requests a hearing may be represented by legal counsel and/or witnesses on his behalf.

(b) The Board of Governors may delegate to the president or vice president the power to suspend pool privileges for violations of the Association Rules and Regulations.

Section 6. The total number of active and seasonal memberships in the Association shall be set by the Board of Governors.

Section 7. New members of the Association will be taken into the Association in the order in which they appear on the waiting list. Any prospective member will be added to the waiting list after the last name shown on the waiting list. At no time will any prospective member take precedence over any prospective member whose name appears on the waiting list. The waiting list will be kept up to date by the Membership Committee of the Association. A copy of the waiting list will be made available to any member upon request.

Section 8. (a) Members who have become inactive members pursuant to the provisions of Article VI, Section 2 (d) (i) shall be placed upon an outgoing list by the Board of Governors until such time as the inactive member has paid all amounts due to the Association. Inactive memberships placed on the outgoing list shall be arranged in chronological order of the effective date of becoming inactive members. Any actions taken by the Board of Governors pursuant to the provisions of subsections (c) or (d) below shall be taken in the chronological order of the outgoing list, always beginning with the first name on the list. The outgoing list shall be kept up to date by the Membership Committee of the Association.

(b) Until such time as an inactive member has received notice that his membership is being sold by the Board of Governors pursuant to the provisions of subsection (c) below, such inactive member may regardless of his position on the outgoing list arrange for a buyer of his membership. The transfer of an inactive member's membership will be handled in accordance with the procedures of Article VI, Section 9 herein.

(c) The membership of those inactive members on the outgoing list whose membership has reached a value of \$0.00 because of the set-off of unpaid purchase price, dues, fees and/or assessments pursuant to the provisions of Article VI, Section 2 (d) shall be sold by the Association in accordance with the provisions of this subsection (c). Notwithstanding any other provisions of these Bylaws to the contrary, the Board of Governors acting on behalf of the Association shall sell the membership of the delinquent inactive member to satisfy the amounts due and owing by such delinquent member. The membership shall be sold at a fair market value as determined in the reasonable discretion of the Board of Governors based upon a review of sales of memberships occurring over the previous 12 month period. To the extent that the Association receives an amount for the membership in excess of the amount owed by the delinquent member, such excess amount, net of any costs and expenses of the Board incurred in disposing of the membership shall be returned to the delinquent member and the delinquent member shall have no further rights or obligations to the Association.

(d) Prior to selling the membership of an inactive member pursuant to the provisions of subsection (c) above, the Board of Governors shall provide such delinquent member with ten days prior written notice of its intention to take such action. The inactive member shall have an opportunity during such ten day period to pay all delinquent amounts owed to the Association and be restored as an active member. The Board shall attempt to contact the delinquent member at his last known address. If the Board is unable to locate the delinquent member, the Board may proceed to sell the delinquent member's membership in accordance with the provisions of subsection (c) above. Members are responsible for keeping their contact information current with the online SPRA database (currently spramembers.com). To the extent that there are net proceeds owed to the inactive member whose membership has been sold, the Board shall hold such net proceeds in escrow for a period of one year for the benefit of the delinquent member who has been unable

to be located. At the expiration of such one year period any net proceeds plus interest earned thereon shall be transferred to the general account of the Association

Section 9. A member who wishes to sell his membership by reason of having obtained a replacement buyer shall proceed as follows:

(1) The current member shall enter into an agreement to sell or otherwise transfer his membership for a price to be negotiated and agreed upon by and between the current member and the replacement member.

(2) A membership transfer form will be used to process a transfer of membership. Any liens issued against this membership will be indicated on this form. The replacement member shall obtain the current member's signature on the transfer form and pay the purchase price for the membership less any liens directly to the current member. The replacement member shall submit to the Membership Committee the completed transfer form along with payment of any lien outstanding to the Science Park Recreation Association before the transfer of the membership is completed.

(3) The replacement member shall agree to be liable for any and all amounts due to the Association from and after the transfer of the membership from the current member to the replacement member.

(4) Upon compliance with the foregoing terms and conditions, the replacement member shall be entitled to receive an ownership interest equal to the amount previously held by the current member.

#### ARTICLE VII - FEES

Section 1. Membership in the Science Park Recreation Association may be purchased from the Association or a member of the Association by bond transfer. Payment for this membership must be made in full.

(2) A membership may be purchased from a current member pursuant to the provisions of Article VI, Section 9 hereof.

Section 2. Prior to April 1 of each year, the Board of Governors shall establish fees for the ensuing season. Dues shall be sufficient to provide for the necessary running expenses of the Association and the proper maintenance and minor improvements of its property and a capital reserve account and shall be payable in accordance with the schedule established by the Board of Governors.

Section 3. Members shall be responsible for the payment of all charges incurred by guests introduced by them.

#### ARTICLE VIII - MEETINGS

Section 1. Annual meeting of the Association shall be held between August 15 and September 30 of each year at such place and time as the Board of Governors may determine.

Section 2. Special meetings of the Association may be called by the Board of Governors. Also, upon written request of twenty active members to the secretary stating the purpose therefore, a special meeting shall be called by the secretary within thirty days from receipt of such request.

Section 3. (a) Notice of the Annual Meeting shall be given by email or US mail to the active members at least five days prior thereto. The notice of the Annual Meeting shall include the names of candidates nominated by the Board of Governors, any proposed special assessments and other business.

(b) Independent nominations may be made as provided by Article IX, Section 2.

(c) Special meetings of the Association may be held on five days notice by email or U.S. Mail to all active members. The notice shall state the purpose for which the special meeting is called and no other business shall be transacted thereat.

Section 4. Only active members shall be entitled to vote at meetings of the Association. Any active members may be represented by written signed proxy if not able to attend in person. Voting may be by voice but ten members including those represented by written, signed proxy shall have the right to demand voting by roll call.

Section 5. One-tenth of all active members shall constitute a quorum at all Association meetings. Active members, if unable to attend Association meetings in person, may be represented by signed, written proxy.

Section 6. Whenever in these Bylaws notice to members is required, the mailing of such notices to the last known address of the members shall constitute notice. Members are responsible for keeping their account contact information current.

Section 7. (a) The Board of Governors shall meet as soon as possible after the Annual Meeting, but prior to Oct. 31. New Board members will be seated at this meeting and officers elected for the coming season.

(b) The Board of Governors may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.

(c) Special meetings of the Board of Governors may be called by the president; special meetings shall also be called by the vice president, secretary, or treasurer upon the request of three members of the Board.

#### ARTICLE IX - NOMINATIONS

Section 1. (a) The Board of Governors shall nominate, from the list of active members, the candidates for the vacancies in the Board of Governors to be filled at the Annual Meeting. The list of nominations will be included with the notice of the Annual Meeting.

Section 2. Independent nominations of candidates for election at the Annual Meeting may be made by a letter and delivered to the secretary at least fifteen days before the Annual Meeting. The secretary shall give notice thereof to all active members entitled to vote at least five days before the Annual Meeting.

Section 3. Nominations may be made from the floor at the Annual Meeting to fill vacancies whenever candidates have not been nominated by the Nominating Committee.

#### ARTICLE X - COMMITTEES

Section 1. (a) The standing committees shall be Pools & Grounds, Membership, Finance, Personnel, Communications, and Social.

(b) The duties and powers assigned in these Bylaws to the standing committees shall be subject to the authority of the Board of Governors.

Section 2. The Pool & Grounds Committee shall exercise supervision over the pool and grounds; shall attend to the improvement and maintenance of the pool, buildings, operating equipment, and grounds and daily operations; shall have authority thereover; and together with the pool manager shall see that the rules and regulations of the Association are enforced.

Section 3. The Membership Committee shall foster an expanding membership, keep an accurate and up-to-date membership roll, and facilitates membership transfers. Members are responsible for keeping their contact information current with the online SPRA database (currently via the registration and login at spramembers.com).

Section 4. The Finance Committee shall prepare an annual budget for submission to and approval by the Board of Governors; and shall exercise general supervision over the financial transactions of the Association.

Section 5. The Communications Committee is responsible for all member communications, including the Association's web site, social media, email and other communications. Other committees will work through this committee.

Section 6. The Personnel Committee will recommend candidates for employment to the Board of Governors. A designated liaison to the management will be appointed by the personnel committee.

Section 7. Social Committee will have the responsibility of planning and coordinating fun family-oriented activities for the SPRA Membership throughout the summer. The budget for the summer will be decided by the SPRA Board at the start of the season. The Committee chair will be responsible for tracking spending and submitting receipts to the treasurer for re-imbursement. The Committee chair can delegate planning/coordinating activities for any event to interested member/staff volunteers. The goal of activities is to foster fun, enjoyment, and a sense of community in the SPRA Membership.

#### Article XI

Section 1. The Board of Governors acting on behalf of the association shall have the power to issue up to a total of 350 memberships.

Section 2. (a) Each member who has paid his membership in full shall receive a pro rata interest in the Association.

(b) In the event of the dissolution of the Association, the net proceeds of the Association shall be distributed equally to each of the members who paid in full for their membership.

For purposes of this Section 2, "net proceeds" shall mean an amount equal to the gross sales price received by the Association upon its dissolution, less any liabilities, including without limitation, repayment of the mortgage, payment of unsecured creditors and transaction costs.

#### ARTICLE XII - MISCELLANEOUS

Section 1. (a) Each person who acts as a Governor or officer of the Association shall be insured by the Association against expense actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been a Governor or officer of the Association; except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Association in settlement of an action, suit, or proceeding based on gross negligence or willful misconduct in the performance of his or her duties.

(b) The right of indemnification provided herein shall insure to each Governor and officer referred to in (a), whether or not he or she is such Governor or officer at the time such costs or expenses are imposed or incurred and, in the event of his or her death, shall extend to his or her legal representation.

Section 2. Any question as to the proper interpretation of any of the provisions of these Bylaws shall be determined by the Board of Governors.

Section 3. These Bylaws may be amended by a two-thirds (2/3) vote of the active members represented at any meeting of the Association provided at least five days notice of such amendment by mail shall be given to each such active member.

Section 4. All points of order not covered by Bylaws shall be ruled upon according to Robert's Rules of Order.

Section 5. These Bylaws shall be governed by the internal laws of the Commonwealth of Pennsylvania without regard to its conflict of laws provisions.