

BY-LAWS

of

MAPLEWOOD SWIMMING CLUB, INC.

A Membership Corporation Under the Laws of New York
(As Amended to November 9, 1969)

ARTICLE I - NAME

The name of the corporation is Maplewood Swimming Club, Inc. (hereinafter called the "Club").

ARTICLE II - GOVERNMENT

Section 1. The Club shall be managed by a Board of Directors, consisting of nine (9) members, all of whom shall be of full age and at least one of whom shall be a citizen of the United State and a resident of the State of New York.

Section 2. Directors must be Life Members of the Club or spouses of Life Members. The Directors shall be divided into three classes, each class to consist of an equal number of Directors as nearly as practicable, as determined by the Board of Directors. Except as otherwise provided in the Certificate of Incorporation, each class shall hold office for a period of three years. At each annual election, the successors to the class of Directors whose term shall expire in that year shall be elected to hold office for the term of three years, so that the term of office of one class of Directors shall expire in each year.

Section 3. If any Director and his spouse cease to hold Life Membership in the Club such Director shall automatically cease to be a Member of the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Consistent with the law and these By-Laws, the Board of Directors shall:

- (a) Elect Club members and officers.
- (b) Fix and establish dues, initiations fees, if any, and other charges or costs of membership.

- (c) Transact all Club business and make and amend Rules for the regulation of the use of Club property. The Board may also appoint and remove such officers agents, servants and employees as it may deem necessary and fix their duties and compensation.
- (d) Vote the expenditure of money s they may deem necessary or advisable; and contract in the name of the Club for lease, purchase or construction of properties or facilities for use of the members.
- (e) Determine whether the conduct of any member is detrimental to the welfare of the Club and fix, impose and remit penalties for such misconduct and for violations of these By-Laws and the Rules of the Club.
- (f) Constitute and appoint committees and define their powers and duties.
- (g) Fill any vacancies in the Board of Directors caused by death, resignation or otherwise and any newly created Directorships resulting from any increase in the authorized number of Directors, by a majority vote of the Directors then in office, though less than a quorum. A Director so elected to fill any such vacancy shall serve until the next annual meeting of the Members.

Section 2. The Board of Directors, by a vote of at least two-thirds of the whole number, may purchase real property, or sell, mortgage or lease any or all of the real property of the Club, provided, however, that no sale or mortgage (other than a purchase money mortgage for real property within the State of New York) shall be valid unless approved by the Supreme Court in a Judicial District in which some of the property is located or the County Court of the County wherein the property is wholly or partly situated. Notwithstanding the foregoing, any sale of any or all the real property of the Club must be approved at an Annual or Special Meeting by at least two-thirds (2/3 of the Life Members voting in person or by proxy, but in no event by less than a majority of all Life Members).

Section 3. The Board of Directors shall designate a bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed, provided, however, that at least two officers of the Club shall sign all such checks, drafts or other instruments for the payment of money drawn in the name of the Club, except that the Board, in its discretion, may authorize one or more officers, signing singly, to draw payroll checks not exceeding in amount \$200 per check on a bank account designated "payroll account," in which the total amount deposited shall at no time exceed \$2,500.

Section 4. The Board of Directors shall present at each Annual Meeting of Members, a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by the Club, where located, where and how invested; the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of acquisition; the amount applied, appropriated or expended during such year, and the purpose, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the Club during such year. Such report shall

be filed with the records of the Club and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting at which the report is presented.

Section 5. Nothing in these By-Laws shall be construed to permit the Board of Directors, after the first annual meeting of Members, to borrow or pledge the credit of the Club, except in the ordinary course of operations, without the specific approval of the Members at a duly held Annual or Special Meeting.

Section 6. The Board of Directors shall cause the books of the Club to be audited annually by auditors selected by the Directors who shall neither be Directors nor officers of the Club, and the report of the auditors shall be available to the members at all times.

Section 7. At any Annual or Special Meeting, any member of the Board of Directors may be removed from office by a vote of two-thirds (2/3) of the Life Members voting in person or by proxy, but by not less than a majority vote of the entire Life Membership.

Section 8. In addition to the powers expressly conferred by these By-Laws upon the Board of Directors, it may exercise such powers and do such lawful acts and things as are not by statute or the Certificate of Incorporation or by these By-Laws, required to be exercised by members or officers.

ARTICLE IV - MEETINGS OF BOARD OF DIRECTORS

Section 1. Regular meetings of the Board of Directors shall be held on the first Monday in March, June, September and December in each year. It shall hold its first regular meeting in each year following the Annual Meeting of Members (the Board's organizational meeting) as soon as practicable after said Annual Meeting.

Section 2. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary upon the request of three members of the Board.

Section 3. The Board meetings shall be held at such place or places, within the State of New York, as it may from time to time determine, and in the absence of any such determination, the meetings shall be held at the home of the President of the Club.

Section 4. Notice of regular and special Board meetings shall be mailed to each member of the Board at least three days before the date of the meeting. The notice shall state the time and the place of the meeting.

Section 5. A majority of the members of the Board then in office shall constitute a quorum for the transaction of business at any meeting, and an act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by law or these By-Laws.

Section 6. Failure on the part of any Director to attend two successive regular or special meetings of the Board without good cause shall be considered as a tender of his resignation from office. Such resignation shall be deemed to be tendered at the end of the second such meeting, effective upon its acceptance by the Board of Directors. Failure of the Board to accept such resignation at the regular or special meeting following the tender of the resignation shall be deemed as rejection thereof, provided, however, that such rejection shall not limit the Board's right to accept any subsequent similar resignation by the same Director.

Section 7. Every meeting of Directors shall be called to order by the President, or in his absence the Vice-President, or in the absence of both, a member of the Board. The order of business shall be as follows:

- Calling of roll
- Reading the minutes of last preceding meeting
- Completion of unfinished business
- Reading of reports of officers and committees
- Approval of candidates for admission to membership
- Transaction of new business
- Appointment of committees
- Adjournment

ARTICLE V - OFFICERS

Section 1. The officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. Such officers shall be Life Members of the Club, or spouses of Life Members, and shall be elected annually by the Board of Directors at its organizational meeting following the Annual Meeting of Members, and each shall hold office until the corresponding meeting in the next year and until his successor shall have been elected and shall have qualified. Any officer may be removed at any time, with or without cause, by vote of two-thirds of the members of the Board of Directors. Any vacancy in any office shall be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting. The President shall be chosen from the Board of Directors. Officers of the Club may also include an Assistant Secretary and an Assistant Treasurer who need not be members of the Club. One person may hold any two of such offices except the offices of President, Vice-President and Secretary.

Section 2. The President shall preside at the meetings of the Club and of the Board of Directors. He shall be the chief administrative officer of the Club. He shall also be, ex officio, a member of all committees. The Vice-President shall, in the absence or disability of the President, perform all of the duties of the President and when so acting, shall have the powers of the President. The Vice-President shall exercise such powers and perform such duties as may be assigned to him by the Board of Directors or the President.

Section 3. The Secretary shall give notice of the meetings of the Club and of the Board of Directors, keep the minutes and attend to the correspondence pertaining to his office. He shall be the custodian of the records and of the corporate seal of the Club. The Secretary shall exercise such other powers and perform such other duties pertaining to his office as may be assigned to him by the Board of Directors or the President.

Section 4. The Treasurer shall keep the accounts of the Club, collect its revenues and pay its bills, as approved by the Board of Directors or any committee or officer authorized by the Board to incur them. He shall deposit in the name of the Club all funds of the Club received by him in such depository as may be authorized by the Board. The Treasurer shall perform such other duties and exercise such other powers as may be assigned to him by the Board of Directors or the President. The Treasurer shall, if required by the Board of Directors, give a bond in a sum and with a surety satisfactory to the Board, conditioned upon the faithful performance of his duties and for the restoration to the Club, in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money or other property of whatever kind in his possession or under his control belonging to the Club.

Section 5. The Assistant Secretary and Assistant Treasurer, if any, shall exercise such powers and perform such duties as may be assigned to them or either of them by the Board of Directors, the President, the Vice-President, the Secretary or the Treasurer.

Section 6. None of the executive officers of the Club, except the Assistant Secretary and Assistant Treasurer, shall receive any compensation for their services to the Club while acting in their capacities. The Board of Directors may by resolution determine from time to time the compensation, if any, to be paid by the Club to the Assistant Secretary and Assistant Treasurer.

ARTICLE VI - MEMBERS

Section 1. The membership of the Club shall be limited to not exceeding 185 family units, unless otherwise permitted by the Greenburgh Zoning Board of Appeals or successor agency thereto, and approved by a vote of two-thirds of the Life Membership voting in person or by proxy at an Annual or Special Meeting but by not less than a majority vote of the entire Life Membership.

Section 2.

- (a) Family units, for the purposes of these By-Laws, consist of the husband and wife, or head of family, and all of the unmarried children and parents of the husband or wife who permanently reside with them throughout the year. The term, "member" whenever used in these By-Laws, shall, unless the context otherwise requires, be deemed to refer to a Life Member or Special Member, as the case may be, as those terms are hereinafter defined.

- (b) Members shall be required to certify prior to the beginning of each season, the names, ages and relationships of each child and relative permanently residing with them.

Section 3.

- (a) There shall be the following classes of members: (1) Life Members, and (2) Special Members.
- (b) Life Members shall be those members (i) who have been duly elected to Life Membership by the Board of Directors and who shall become the owner by purchase from the Club of a Certificate of Life Membership, (ii) to whom such membership shall have passed as a result of the death of a Life Member (as provided in Section 4(b) hereof, or (iii) the spouse of a Life Member to whom a Certificate of Life Membership shall have been transferred by such Life Member (as provided in Section 9 hereof). This class of membership shall not exceed 185, unless otherwise provided by amendment to these By-Laws. Life Members shall have the rights, privileges and perquisites set forth in Section 4 of this Article.
- (c) Special Members shall be those members who have been duly elected to such membership by the Board of Directors at such time or times that the Club does not have 185 Life Members. Special Members shall be elected for membership for a period of one year or less subject to the payment of such dues and other terms and conditions as may be prescribed by the Board.

Section 4. Life Members shall be the only members who shall have the following rights, privileges and perquisites, in addition to those conferred from time to time by the Board of Directors:

- (a) Life Members and, in the absence of Life Members, their spouses, shall have the sole right to vote at meetings of the Club, as provided in Article VIII herein below.
- (b) Life Members shall continue as such until their death, resignation or expulsion from the Club for failure to pay an indebtedness to the Club or for other cause, pursuant to such rules and procedures as may be determined by the Board of Directors. In the event of the death of any Life Member, his or her certificate of membership and the rights, privileges and perquisites represented thereby, shall automatically pass to and devolve upon his or her spouse, if living. If the deceased Life Member's spouse does not survive such member, the membership and the certificate representing the same shall become null and void, except for a right to payment in redemption thereof as herein provided. In the event that a Life Member is expelled from the Club for cause, his membership and the certificate representing the same shall be come null and void, except for a right to payment in redemption thereof if the Board of Directors, in its sole discretion determines that such payment shall be made. In the event of a Life Member's resignation, his membership and the certificate representing the same shall become null and void, except for a right to payment in redemption thereof as herein provided.

- (c) The time and manner in which and the price at which certificates of life membership shall be redeemed by the Club shall be determined from time to time by the Board of Directors, subject, however, to the following terms and conditions applicable in each cash of redemption:
- (1) No certificate of life membership shall be redeemed unless and until payment for a new certificate is received from an incoming member, thereby permitting payment for the redeemed certificate to be made out of funds received in payment for a new certificate. The redemption price that the Club shall pay shall not exceed the total of the amount paid by the member whose certificate is redeemed for the purchase of his certificate plus the pro rata cost of capital improvements or acquisitions made by the Club.
 - (2) All indebtedness owing to the Club by a Life Member shall be a lien upon and charged against her certificate of membership at the time of its redemption, and the membership and certificate representing the same may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the certificate, it may be canceled on the books of the Club and a new certificate issued in place thereof to a new member on payment by him to the Club of the purchase price fixed by the Board of Directors therefor. In case of the enforcement of a lien, as above provided, neither the signature of the member nor the delivery of the certificate shall be requisite to perfect the transfer to the Club, or to a new member, and the Treasurer of the Club is hereby authorized, as attorney-in-fact for the former member, to make such transfer. Every certificate is expressly subject to the provisions of this section and article.
 - (3) In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Club each certificate shall be a lien upon the proceeds of the sale of the property of the Club after the payment or provision for all of its just debts and obligations, to the extent of the fact value of the certificate, subject to set off of all debts, dues and obligations owed by the holder of the certificate. The Board may establish such reserves as it deems necessary to cover all of the debts and obligations of the Club, whether liquidated or unliquidated, actual or contingent, and, in its discretion, may make liquidating distributions to members at one time, or from time to time. After payment of all certificates outstanding upon the effective date of dissolution of the Club the surplus remaining shall be paid and distributed pro rata among the holders of such certificates or their legal representatives and to no others.
- (d) In the event that a Life Member or his heirs, executors or legal representatives sell such Life Member's home and termination of the membership takes place, such Life Member or his heirs, executors or legal representatives shall have the option, by written notice to the Club given not later than the date upon which such termination of membership occurs, to reserve for the purchaser of the home an absolute priority over all other candidates in consideration for membership. Such reservation may be canceled at any time by the Life Member, his heirs, executors or legal representatives by written notice to the Club and shall expire in any event unless the purchaser duly applies for Life Membership within five days after he acquires title to such home. The Life Member,

his heirs, executors or legal representatives shall be liable for all dues, charges, fees and assessments fixed or incurred during the period that such reservation remains in effect to the same extent as if the membership has not terminated.

- (e) Only Life Members shall be eligible for election as Directors and Officers of the Club except as provided in Article II, Section 2 and Article V, Section 1.
- (f) Life Members shall be accorded all facilities of the Club, subject to the Rules of the Club as to the utilization of such facilities. Other members shall be accorded such facilities, subject to the Rules of the Club, as the Board may determine from time to time. Any individual who is part of a member's family unit shall be accorded the facilities of the Club to the same extent as the member himself, so long as the member remains such and in good standing and so long as such individual remains in good standing.

Section 5.

- (a) Candidates for membership must be personally known and recommended by at least two Members.
- (b) The Board of Directors shall, from time to time as vacancies in the membership occur, vote upon the admission to the Club of applicants so recommended for membership, and shall confer membership only upon those applicants who shall be approved by at least two-thirds of the full membership of the Board. The vote of the Board shall be by ballot if requested by any member of the Board.

Section 6. Any member of the Club may resign subject to the provisions of Article VII provided however that such member shall remain obligated for any dues, charges, fees or assessments theretofore incurred or then owing.

Section 7.

- (a) Any member may be suspended or expelled for cause, after having been given an opportunity for a hearing, by vote of two-thirds of the entire membership of the Board, or as provided in sub-paragraph (b) hereof; provided that no member shall be expelled or suspended for more than 30 days except upon unanimous vote of the Directors present at the meeting at which such vote is taken. The right of any individual who is part of a family unit to use the facilities of the Club may be independently revoked or suspended in the same manner, but nothing herein shall entitle any member of a family unit to use such facilities if the Life Member of that family unit is suspended or expelled. Cause for suspension or expulsion shall, in general, consist of violation of these By-Laws or of the Rules of the Club, or of conduct unbecoming a lady or gentleman. Nothing in this section shall limit or affect the provisions for suspension and expulsion for nonpayment of indebtedness as provided in Section 7 of Article VII.
- (b) The privilege of any member or individual who is part of a family unit to use any or all of the facilities of the Club may be suspended for violation of Rules of the Club, for a period not to exceed seven days, without a hearing, by action of the Board of Directors or of any committee, Director or responsible employee of the Club to whom such power

shall have been delegated by the Board. A written report of such suspension, containing reasons therefor, shall be submitted to the Board promptly after such suspension.

Section 8.

- (a) A card or other means of identification shall be issued to every member in good standing and the individuals in his family unit, specifying the class of membership.
- (b) The Board of Directors at its discretion may extend the privileges of the Club to any person or persons.
- (c) The Board of Directors shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.

Section 9. The certificate of membership and the rights and privileges of a member shall not be assignable or transferable, except as provided in Section 4(b) hereof upon the death of a husband or wife, an except that a Life Member may, with the prior consent of the Board of Directors, transfer his Certificate of Life Membership to his spouse. The Board of Directors may impose such terms and conditions to such a transfer as it may in its discretion deem reasonably necessary for the protection of the Club's interests.

ARTICLE VII - DUES AND FEES

Section 1.

- (a) The Board of Directors shall establish the dues, fees and other charges of membership for each year for any one or more of the classes of membership, and the date for payment thereof.
- (b) Dues, fees and other charges, shall be sufficient to pay for, or provide reserves against, the expenses and obligations of the Club and the proper maintenance and improvement of its property.
- (c) No dues, fees, or charges, nor any part thereof shall be refunded in the event that pool operations are required to be suspended for any period.

Section 2. The Board of Directors may establish the purchase price of Life Memberships and initiation fees in such amounts as may be determined by it from time to time, and such amounts shall be payable as a condition of admission to membership.

Section 3. Except as provided in Article VI with respect to a right to payment in redemption of Life Membership under specified circumstances, every certificate of membership shall become null and void upon the date that the holder ceases to be a member for any reason whatsoever.

Section 4. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their family to whom the privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by their guests.

Section 5. All sums, fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State and other Government bodies and agencies, if any.

Section 6. Neither the Board of Directors nor the Members of the Club shall levy any special or general assessment on the Members of the Club except upon the consent of two-thirds of the Members entitled to vote at annual or special meetings.

Section 7. Any member of any class failing to pay any indebtedness owed by him to the Club within fifteen days after being notified that he is delinquent in payment may be suspended by the Board of Directors. Any person thus suspended shall be notified in writing of his suspension, and if his indebtedness shall not be paid within fifteen (15) days after sending such notice, he shall cease to be a member of the Club. The Board of Directors, in its discretion, may reinstate any member upon request upon such conditions as the Board may impose, and repayment of all indebtedness to the Club.

ARTICLE VIII - MEETINGS

Section 1.

- (a) The Annual Meeting of the Club shall be held on the first Monday of March in each year, or at such other date as may be required or permitted by the Certificate of Incorporation as now or hereafter amended, and at such place and time as the Board of Directors may determine.
- (b) 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 indicated in the notice or may be properly brought before it.

Section 2. Special Meetings of the Club may be called by the Board of Directors or the President. Also, upon the written request of fifteen (15) Life Members, to the Secretary, stating the purpose therefor, a Special Meeting shall be called by the Secretary to be held within thirty (30) days of receipt of the written request.

Section 3.

- (a) Notice of the Annual Meeting shall be given by mail to the Life Members at least ten days prior thereto. The notice shall contain the nominees of the Board of Directors for the Directors whose terms shall expire at the Annual Meeting and for each vacancy existing at the date of such meeting.
- (b) Nomination for Directors may be made by written petition signed by fifteen Life Members or spouses of Life Members, which nominations shall be filed with the Secretary at least five days before the Annual Meeting. Signatures of a Life Member and his spouse on the same petition shall be treated as one signature only.
- (c) Special Meetings of the Club may be held on not less than ten days' notice by mail of all Life Members. The notice shall state the purpose for which the Special Meeting is called, and no other business shall be transacted thereat.

Section 4. Except as provided in this Section, only Life Members in good standing on the date of the meeting shall be entitled to vote at meetings of the Club (each family unit having one vote). Any such Life Member may be represented at the meeting by the holder of a written proxy, signed by the Life Member. If a Life Member shall not be present in person or by proxy, his spouse may vote in his place and stead in person or by proxy, to the same extent as the Life Member, and such spouse shall then for all voting and quorum purposes at such meeting be deemed to be the “Member” and “Life Member.”

Section 5. One-third of the Life Members, or fifteen percent of the Life Members if that be nine or more (whichever is the lesser), present in person or by proxy, shall constitute a quorum at all Club meetings.

Section 6. Whenever in these By-Laws notice to members is required, the mailing of such notices to the last known address of the members shall constitute notice.

Section 7. Unless otherwise provided by law or by these By-Laws, all matters coming before any meeting of the members shall be decided by the vote of a majority of the Life Members present in person or by proxy at such meeting, a quorum being present.

ARTICLE IX - COMMITTEES

Section 1.

- (a) The standing committees appointed by the Board of Directors shall be Operations, Rules, Membership, Finance and Legal, each of which, other than Membership, shall consist of one or more members. The Membership Committee shall have not less than three members. Members, as used herein, means Members of the Club or their spouses.
- (b) The duties and powers assigned in these By-Laws to the standing committees, shall be subject to the authority of the Board of Directors.

Section 2. The Operations Committee shall exercise supervision over the Pool, Facilities, Equipment and Grounds; shall attend to the construction, improvement and maintenance of the Pool, Facilities, Equipment and Grounds.

Section 3. The Rules Committee shall prepare rules of health and good conduct in connection with the operation of the Pool; shall see that the rules and regulations of the Club are enforced, and shall prepare the program of instruction and exercise supervision over the same.

Section 4. The Membership Committee shall consider applicants for membership and give to the Board of Directors a list of applications for membership, together with their recommendations.

Section 5. The Finance Committee shall prepare the annual budget for submission to and approval by the Board of Directors, and shall exercise general supervision over the financial transactions of this Club.

Section 6. The Legal Committee shall consider such legal questions and problems as are presented to it by the Board and advise the Board with respect thereto.

Section 7. The Board may appoint such other Committees as it, in its discretion, deems necessary.

ARTICLE X - MISCELLANEOUS

Section 1. Each Director, officer and employee of the Club shall be indemnified by the Club against reasonable expenses, including attorney's fees, actually and necessarily incurred by him, whether than in office or employed by the Club or not, in connection with any action, suit or proceeding (including any settlement or compromise thereof) to which he may be made or named as a party by reason of his being or having been a Director, officer or employee of the Club, except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to have been liable for misconduct in the performance of his duties as such Director, officer or employee. Such right of indemnification shall extend to the heirs, executors and administrators of each such Director, officer and employee, and shall not be exclusive of any other rights to which any Director, officer or employee (or his heirs, executors and administrators) may be entitled as a matter of law.

Section 2. No contract relating to the operations conducted by the Club or for furnishing supplies to the Club shall be invalidated by reason of the fact that any Director or officer of the Club is interested therein either as party to the contract or as member of any firm, partnership or stockholder in a corporation which is a party to such contract.

Section 3. Any member of Director may waive any notice required to be given by law or by the provision of the Certificate of Incorporation or by these By-Laws; provided, that such waiver shall be in writing and signed by such member or Director, or by the duly authorized attorney of the member, either before or after the meeting, notice of which is being waived.

Section 4. The seal of the Club shall be circular in form and shall bear the name of the Club, the words "New York" and "1958."

Section 5. Any question as to the meaning for proper interpretation of any of the provision of these By-Laws shall be determined by the Board of Directors.

Section 6. The Board of Directors shall have power to amend or repeal any By-Laws of the Club except the last sentence of Section 2 of Article III; Section 7 of Article III; Section 1 or Article VI; Section 6 of Article VII; and this section, by the affirmative vote of at least two-thirds (2/3) of the whole Board at any Regular Meeting of the Board of Directors or any Special Meeting of the Board, provided, however, that no By-Laws shall be deemed amended or repealed by the Board of Directors unless the resolution authorizing the same shall specifically state that a By-Law is thereby being amended or repealed. The Life Members of the Club may amend or repeal any By-Laws of the Club by the affirmative vote of at least two-thirds (2/3) of the Life Members voting in person or by proxy at an Annual or Special Meeting of Members, but by not less than a majority of the entire Life Membership. No amendment or repeal of any By-Laws of the Club shall be considered or voted upon by the Board, however, unless written notice of the proposal to amend or repeal shall have been sent to the Directors at least ten days prior to the meeting at which such action is to be taken, or such notice shall have been waived as provided in Section 3 of this Article X. Any member desiring to propose a By-Law amendment at any meeting of members shall give written notice of the substance thereof, at least fifteen days prior to the meeting, to the Secretary of the Club, who shall then give notice thereof to the members. If the Board of Directors shall amend or repeal any of the By-Laws, notice thereof shall be given to the members within sixty days after such action is taken, and in any event, prior to the next Annual Meeting of Members.

Section 7. The Club shall not be held responsible, and no member shall be entitled to a refund of the purchase price of his membership or of his initiation fees or dues, by reason of failure or delay in the erection of the pool or any structures or equipment relating thereto or interruption of the operation of the pool caused by any act of God, national emergency, governmental order, strikes, delay in raising sufficient funds, or for any other cause.

Section 8. Unless otherwise permitted by the Greenburgh Zoning Board of Appeals or a successor agency thereto:

- (a) No vending of food shall be permitted at the pool of the Club.
- (b) No public address system shall be installed at the pool.
- (c) No flood lights shall be used or installed at the pool.
- (d) The pool shall be used during the hours of 9:00 A.M. to sundown, from May 28 through September 30 in any year, or for such shorter period within said hours or dates as the Board may from time to time determine. The other facilities of the Club shall be used during such hours and such dates as the Board may from time to time determine and as may be permitted by applicable law.
- (e) The pool proper shall be enclosed by a galvanized mesh wire fence no less than five feet in height.

Section 9.

- (a) No beverage subject to tax under Chapter 51 of the Internal Revenue Code (distilled spirits, wines and beer) shall be served or permitted to be consumed on any premises under the control of the Club.
- (b) No dining facilities (other than facilities for light refreshment), and no dancing facilities, shall be provided on any premises under the control of the Club.
- (c) The Club shall not be controlled by, or under common control with, any other organization.