

RULES,
REGULATIONS
And
BY-LAWS
Of the
NINE OAKS CLUB

Founded: October 8, 1965

Revised: March 2011

NINE OAKS CLUB
P.O. Box 322
Royersford, PA 19468

Physical Location:
777 Mennonite Road
Royersford, PA 19468

TO THE MEMBERSHIP:

The Nine Oaks Club (or Club or Corporation as referred to herein) is a Member-owned seasonal swim and tennis Club having capital investment obligations and professional management/staffing requirements in order to serve the recreational needs of its Members and guests. The Board of Directors expects Members to conduct themselves in a mature and responsible manner in the use of Club facilities. This conduct requires that you show proper respect for the professional Members of the staff, and for the safety and convenience of all persons using the Club facilities.

This booklet contains the Club's "Rules and Regulations" that will be strictly enforced for the benefit and protection of all the Members, and the Corporation's "By-Laws". Please become familiar with them.

The following terms are used throughout the Rules and Regulations and By-Laws attached hereto.

"Club" or "Corporation" – refers to The Nine Oaks Club as governed by the Rules and Regulations and By-Laws attached hereto.

"Board of Directors" – refers to the Nine Oaks Club Board as elected and whose duties are defined within the Corporation's By-Laws attached hereto.

"Bond" or "Certificate" or "Share" - refers to a Member's evidence of Club Membership as defined in the Corporation's By-Laws attached hereto.

"Member(s)" – refers to Club Members or Associate Members of the Nine Oaks Club as defined within the Corporation's By-Laws attached hereto.

"Membership" – refers to the rights and privileges of a Member in good standing and as defined within the Corporation's By-Laws attached hereto.

"Shareholder(s)" – refers to the Club Member, or joint Club Members in the case of spouses or partners, who is/are named on the "Bond" or "Certificate" or "Share" issued as evidence of Club Membership.

The Nine Oaks Board of Directors

NINE OAKS CLUB - RULES AND REGULATIONS

CLUB OPERATING DATES AND HOURS

Nine Oaks is a seasonal Club, open Memorial Day through Labor Day (calendar Summer), from 11:00am EST until 9:00pm EST.

The Club may be opened or close at times different than noted herein at the discretion of the pool manager, and with the sanction of the Board of Directors.

The Club or portions of it may be closed to Member use due to necessary maintenance operations, swim meets, special events, or at the discretion of the pool manager, and all subject to sanction by the Board of Directors. Due notice of any such changes in operating hours or dates will be given to the Membership in as timely a fashion as is feasible. Reciprocal use of other area pool Clubs may be provided in some cases.

For periods of time during any day or series of days during the season, weather conditions may necessitate that the Club be closed during normal operating hours. This may be done at the discretion of the pool manager, with the sanction of the Board of Directors.

PROOF OF MEMBERSHIP

Each season, every Member of each Club Member's family may be issued a form of Membership such as a tag, Membership card, photo or photo ID or other means of proof of Membership as required and approved by the Board of Directors.

Every person entering the pool must show his/her form of proof of Membership. Charges for replacing a Member's lost proof of Membership may be assessed by the Board of Directors. No refund on or transfer of any form of proof of Membership is permitted.

All guests are required to be registered at the Club office by a Member sponsor in order to obtain Club entry for that day. The Member sponsor must be present and accompany the guest during the day of the guest's visit. No individual will be admitted as a guest to the Club more than ten (10) days during a season, without prior approval of the Board of Directors. Guests may be required to pay a guest fee with each visit, at a rate prescribed by the Board of Directors. Members may receive a designated amount of free guest passes for each season at the discretion of the Board of Directors.

HEALTH AND SAFETY RULES - GENERAL

1. The pool managers and their assistants are charged with the responsibility of maintaining order and controlling Club facilities. They will enforce the Club "Rules and Regulations" and are authorized to resolve any matter not specifically covered herein.
2. The life guards are present for your protection. Talking and/or loitering at their stations or stands is strictly prohibited.

3. Members and their guests shall use the Club's facilities at their own risk. The Nine Oaks Club will not assume liability for any injury, theft or damage to person or personal property. Any injury to a person while on the Club's grounds must be reported to the office immediately.
4. The cost of any property damage at the Club will be charged to the responsible Member. Host Members are responsible for all damage by their guests.
5. No Club equipment may be removed from the property unless authorized by the Board of Directors.
6. No one under the influence of alcohol or any other controlled substances, including prescription medicines, will be admitted, or permitted to remain on Club property.
7. Pets other than service animals will not be permitted on Club property during normal operating dates and hours.
8. Unauthorized persons may not enter the office, kitchen, storage rooms, filter house or any other structure or area designated as restricted by the pool management or life guard staff.
9. No profane or abusive language will be permitted.
10. All refuse must be deposited in the containers provided.
11. The pool may not be used for any purpose without a Club-hired lifeguard being present.
12. Admission to the pool may be refused to anyone with skin abrasions, colds, coughs, inflamed eyes, infections or wearing bandages, or other ailments that may create an unsafe or unhealthy environment for Members and guests.
13. All persons are required to take a shower before entering the pool. THIS IS A STATE HEALTH DEPARTMENT REGULATION.
14. Metal and plastic containers, food or beverages ARE PERMITTED IN DESIGNATED AREAS ONLY. GLASS IS NOT PERMITTED ON CLUB GROUNDS. The designated areas are the picnic grove and the concrete patio adjacent to the snack bar.
15. No running, pushing, wrestling or roughhousing will be permitted in the pool area or locker room. Games and sports not connected with swimming or other recreational facilities provided by the Club (e.g. tennis, shuffleboard, etc.) must be played in the all-purpose area located on either side of the basketball court.
16. Bicycling, skateboarding, rollerblading or other wheeled sports accessories are strictly prohibited on Club property.
17. No objects are to be thrown into the pool.
18. There will be no hanging or sitting on ropes, buoys or lane lines in the pool.
19. Appropriate attire is to be worn at all times on the Club grounds and in the pools.
20. The pool manager and his/her assistants are empowered to have children take rest periods to avoid fatigue or overexposure.
21. Children 12 years of age or older are permitted in the Club facility unaccompanied by an adult. Children under 12 may be permitted if granted permission by the manager or assistant manager.
22. The Board of Directors reserves the right to schedule a limited number of special events and to restrict use of the pool for such purpose provided advance notice of 5 days is given. Such notice shall be posted on the Club's bulletin board.
23. The Board of Directors reserves the right to waive any of the aforementioned rules in the best interest of the Membership.

REGULATIONS - POOL

The pool is divided into areas marked as follows:

Area A – Wading/Baby Pool

This area is restricted to children 5 years of age or under who are also accompanied by a responsible parent or guardian. Inflated tubes, toys and balls are permitted in this area. If required, only “Swim Diapers” are allowed to be worn in this pool.

Area B - Intermediate Pool

This area is designed for those just learning to swim and who are also accompanied by a parent or guardian, or who are taking part in swim lessons with a qualified swim teacher/life guard. "Swimmies” are permitted in this pool area only. If required, only “Swim Diapers” are allowed to be worn in this pool.

Area C - General Swimming/Competition Pool, and Area D - Diving Area

Children 5 years of age and under, or who are not experienced swimmers are permitted in these areas only when under the supervision of a parent or guardian. If required, only “Swim Diapers” are allowed to be worn in this pool.

Any person may be asked to pass a swimming test at the discretion of the lifeguard in order to use the Diving Area. General swimming in the Diving Area is only allowed at the discretion of the pool manager or lifeguard on duty.

Only one person is permitted on each diving board at one time. You may dive only when the previous diver has cleared the area under the board by reaching the pool access ladders. Horseplay or excessive bouncing on the boards is not permitted.

Rafts, balls, floating devices are not permitted in Areas B, C or D with the exception of Family Raft Days as scheduled by the manager, or at other times at the discretion of the pool manager.

RULES – ALL SPORTS AREAS (Tennis, Basketball and Volley Ball)

All general rules previously outlined herein also apply to these areas. In addition:

RULES – TENNIS AND BASKETBALL COURTS

These regulations governing the use of the Tennis and Basketball Courts (collectively “courts”) have been promulgated in order to assure fair play and equitable access to the

facilities by Members of the Nine Oaks Club and their guests. These courts are meant to be used only for their intended purpose and not for other activities.

1. Courts will be available for use during regular Club hours or at other times as approved by the Board of Directors.
2. Tennis shoes/sneakers are required on all courts.
3. Appropriate attire is required at all times on all courts.
4. Doubles should be played when possible, based on the number of tennis courts available.
5. Abuse of equipment including the courts, nets, etc. will not be tolerated.
6. Food or beverages (other than bottled water) are not permitted on the courts at any time.
7. Use of the tennis courts is governed only by a reservation book maintained in the pool office.
10. EVERY person using the tennis courts must register at the office. Reservations are permitted no more than 48 hours in advance. The office register is official.
12. Reservations entitle the users of a tennis court for one (1) hour, the time to be calculated on the hour.
13. Members are permitted to play no more than 2 hours per day, neither of which can be consecutive. However, if a court should be vacant at some time that same day, such person shall not be prohibited from utilizing that court. Such player or players must yield to any Member who has not utilized their time that day.
14. Children under 18 years of age must give preference in the use of the tennis courts to adults on weekdays after 5:00pm EST and at all times on Saturdays, Sundays and Holidays, unless playing with an adult.
15. The Club reserves the right to schedule a limited number of special events and to restrict the use of the courts for such. A schedule of these events shall be posted on the Club's bulletin board in as timely a fashion feasible.

MISCELLANEOUS

1. Solicitations, promotions or other forms of advertising are strictly prohibited without the expressed, written approval of the Board of Directors.
2. Club Members and guests will park only in the parking areas as designated.

POOL MANAGEMENT AND THE BOARD OF DIRECTORS RESERVE THE RIGHT TO SUSPEND ANY INDIVIDUAL OR INDIVIDUALS WHO HAVE VIOLATED THE RULES OR REGULATIONS. CONTINUED VIOLATION OF THE ABOVE RULES MAY RESULT IN EXPULSION FROM THE NINE OAKS CLUB BASED ON THE REVIEW AND DECISION OF THE BOARD OF DIRECTORS.

NINE OAKS CLUB - BY-LAWS

Article I

I.1

The Board of Directors shall consist of at least 9 and no more than 11 active Members in good standing. Each Director's term shall consist of 3 years.

I.2

The Board of Directors shall hold a minimum of 6 meetings per calendar year.

I.3

Six Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be valid acts of the Board of Directors, provided however that any action on behalf of the Board or any officer shall be deemed valid as if duly authorized at a meeting of the Board, if all directors shall consent in writing to said action.

I.4

A Director may be removed from office for cause by a vote of two-thirds of the entire Board, providing said Director shall have been given ten (10) days written notice of the proposed action.

I.5

The President, or in his absence, the Vice President, shall preside at all meetings of the Board. In the absence of both, the Directors shall elect an ad-hoc chairman.

I.6

Adult Members of the family of an active Member, providing they are entitled to Membership privileges by virtue of the active Member's Share shall be eligible to serve as Directors and no more than one person within an active Member's family shall be eligible to serve on the Board at one time.

I.7

The powers and duties of the Board of Directors shall include without limitation:

- A. Making or authorizing all expenditures for the benefit of the Corporation.
- B. Fixing the number and compensation of employees.
- C. Prescribing rules for the use of the Corporation's facilities.
- D. Preparing an annual report to the Membership showing the state of Membership and finances.
- E. Approving, auditing and supervising all other Boards, committees and activities operating under the name of Nine Oaks Club or otherwise authorized to use its facilities or grounds (including the Swim Team and other Member services or activities including but not limited to swim or tennis lessons). The Board of Directors shall have the sole authority to alter or amend any rules or regulations prescribed by any other Boards, committees and activities operating under the name of Nine Oaks Club or authorized to

use its facilities or grounds; or to dissolve any other Boards, committees and activities operating under the name of Nine Oaks Club or authorized to use its facilities or grounds should the Board of Directors deem such Boards, committees and activities detrimental to or not in the best interest of the Nine Oaks Club and its Members.

F. Adopting an annual budget for the operation of the Corporation.

G. Fixing annual dues, the terms of guest privileges (including guest fees, free guest passes, and limitations on the number of guest attendances), and Share amounts.

H. Appointing management who shall have responsibility for the operation of Club facilities, and who shall be directly responsible to the Board of Directors, provided that no direction to said management shall be valid unless promulgated by vote of the number of Directors required in section I.3 supra.

I. Securing for the protection of the Corporation such insurance as may be necessary and desirable, and at a minimum property, liability and worker's compensation insurances. Further, it shall assure that any other Boards, committees and activities operating under the name of Nine Oaks Club or otherwise authorized to use its facilities or grounds will also secure necessary and desirable insurance coverages.

J. Securing at the expense of the Corporation, the fidelity of the Treasurer and other appropriate officers, by Bond in such amounts as it deems necessary.

K. Developing and issuing any necessary communications to the Membership, including but not limited to routine requests for and collection of updated Member information to be used for proof of Membership.

I.8

The order of business at meetings of the Board of Directors shall be as follows:

A. Call to order.

B. Reading and approval of minutes of previous meeting.

C. Reports, and approval of reports, of officers and committees.

D. Election of new Members.

E. Unfinished Business

F. New Business.

G. Adjournment.

Article II

II.1

The Board of Directors shall after its August meeting, elect a President, Vice President, Secretary, and Treasurer, who shall serve for one year commencing at the date of said meeting of the Board. Officers need not be Directors, and no more than one Member of a Shareholder's family may serve as an Officer. Officers who are not Directors are not entitled to a vote.

II.2

The Board of Directors shall have power to fill any vacancies in office, and Officers so appointed shall serve until the next annual meeting at which their elected successors take office.

II.3

An officer may be removed from office for cause by a vote of two-thirds of the entire Board, provided said Officer shall have been given ten (10) days written notice of the proposed action.

II.4

The President shall:

- A. Preside at all meetings of the Board of Directors and Members.
- B. Make all appointments to Committees.
- C. Perform such other acts as may be necessary and appropriate to his/her office.

II.5

The Vice President shall perform the functions of the President in his absence, and shall perform such other duties as may be assigned to him/her by the President.

II.6

The Secretary shall:

- A. Make and keep minutes of all meetings of the Board of Directors and of the Members.
- B. Issue calls for meetings.
- C. Have custody of the Corporate Seal and attest the signature of corporate officers when requested.
- D. Perform such other functions as may be necessary and appropriate to the office.
- E. Keep all corporate records other than minutes, including Membership records.
- F. Conduct all correspondence of the Corporation.

II.7

The Treasurer shall:

- A. Make and keep records of all financial transactions of the Corporation.
- B. Be responsible for the receipt of all money due the Corporation and deposit same in bank accounts or other places of deposit as directed by the Board of Directors.
- C. Perform such other functions as may be necessary or appropriate to the office.

II.8

For the purpose of signing and executing documents to carry on the activities of the Corporation, not less than two Officers shall be designated by resolution of the Board.

Article III

III.1

There shall be two classes of Membership, "Club Members" and "Associate Members".

III.2

Ownership of one Share of stock in the Corporation, though it may be held in the names of spouses or partners as joint tenants, shall be evidence of one Club Membership. A Share of stock in the Corporation may be evidenced in the form of a Bond or similar

Certificate as issued in the name of the Shareholder by the Corporation's Board of Directors.

III.3

The full privileges of the use of Club facilities shall extend to the Club Member, his or her spouse or partner, and all their children (including foster children) under the age of twenty-one (21) years as of January 1 of any Club year, and residing in the same household.

III.4

Consideration required for the purchase of a Share shall be fixed from time to time by the Board of Directors.

III.5

To be eligible to purchase a Share, an applicant must be proposed by a Club Member in good standing, submit the necessary application forms, and be recommended to the Board of Directors by the Membership Committee. A two-thirds vote of the Board of Directors shall be required for approval of an applicant.

III.6

With the approval of the Board of Directors, Shareholders who wish to depart and resign their Membership may transfer their Certificate to a spouse or partner, or to any adult child forming a part of the household, or to any other direct relative providing that any Indebtedness or other liability to the Club shall be satisfied by either party to the transfer. The transferee will then be acknowledged as the Shareholder, and will be responsible for adherence to all Club Rules and Regulations and the terms of these By-Laws going forward. The Club shall then have no further financial obligation to the departing Member.

III.7

Upon the death of a Shareholder, the Certificate shall be transferred on the books of the Corporation to the surviving spouse, or any adult child forming a part of the household, providing that any Indebtedness or other liability to the Club shall be satisfied.

III.8

Associate Members shall be persons over twenty-one years of age as of January 1 of any Club year, and residing in the household of a Club Member during that same Club year. Associate Members' privileges for the use of Club facilities only apply if the related Club Member is in good standing with the Club per the terms of these By-Laws, unless the Associate Member becomes a full Club Member per the terms of these By-Laws.

III.9

Dues shall be fixed annually by the Board of Directors. Notice of the amount of dues so fixed shall be given to the Membership within 60 days prior to opening day of the Club in that season.

III.10

A Member wishing to resign shall communicate his/her intention to do so in writing to the Secretary. The Secretary shall maintain a list of applicants for resignation in chronological order. At such time as the first applicant for Membership after the full quota of Club Membership is approved by the Board, the first applicant for resignation shall be notified to surrender his/her stock. The Treasurer shall pay to the resigning Member, upon delivery of his/her Share Certificate endorsed by all the names appearing on the face thereof, the consideration paid by such Member for the Share, less any Indebtedness owing the Club. "Indebtedness owing the Club" shall include, without limitation, for the purpose of the By-Laws, any unpaid dues, unless the Board determines in its sole discretion to forgive the payment of said dues in cases where the resigning Member has moved a distance making it impractical for the family to use the pool in any way whatsoever. The Secretary shall, upon surrender of the Certificate, cancel same on the books of the Corporation and issue a new Certificate to the applicant for Membership. Succeeding resignations and transfers shall be conducted in similar fashion in chronological order.

III.11

Any Member, failing to pay dues or any Indebtedness to the Corporation within thirty (30) days after being notified thereof by the Treasurer, shall be declared expelled by the President, and the Share cancelled on the books of the corporation. If there is an approved applicant on the waiting list, ready to purchase such Membership, such applicant may thereupon be admitted and the expelled Member repaid the consideration for the Share less any amount needed to satisfy their Indebtedness to the Club. Any Member delinquent in his/her payment of due for the current season will be notified by the Treasurer by July 15 of that year.

III.12

The Board of Directors may revoke the Membership and cancel the Share of any Member failing to comply with the lawful rules and regulations of the Corporation or for other good cause, other than non-payment of Indebtedness to the Club, where action shall be taken by the President pursuant to section III.10 supra. No Membership shall be revoked pursuant to this Section except upon ten (10) days written notice to the Member concerned of a hearing before the Board of Directors. Two-Thirds of a quorum of the Board of Directors shall be necessary for such action. There shall be no appeal to the Membership from any decision of the Board of Directors pursuant to this section.

III.13

No Member, delinquent in the payment of any Indebtedness to the Club, shall be entitled to the privileges of Membership during such delinquency.

III.14

Members, and persons in their household, entitled to privileges of the use of Corporation facilities pursuant to these By-Laws, shall be liable to the corporation for any damage caused by their misconduct, negligence and/or lack of adherence to the Club Rules and Regulations.

III.15

If a Member on the chronological withdrawal list, upon being notified by the Secretary to surrender the endorsed Certificate for withdrawal, indicates their desire to remain a Member, the Member shall pay a reinstatement fee of \$15.00 within 10 days of notification, otherwise the Member is considered resigned and shall be removed from the top of the chronological order of the withdrawal list.

III.16

Members wishing to and resign their Membership and depart the Club may recruit an acceptable replacement and thereby expedite the reimbursement of their Share, less any Indebtedness to the Club. This relieves the departing Members of being placed on any waiting list in chronological order. All requests for transactions of this nature must be made through and approved by the Board of Directors. The departing Member must surrender their original Share to the Club and the entering Member must purchase a new Share at the current value for new Members, must pay dues as they are fixed at such a time, and must abide by all Club Rules and Regulations and the terms of these By-Laws. The departing Member will be reimbursed for the amount of their original Share upon payment of the new Share amount by the newly recruited Member. The Club shall then have no further financial obligation to the departing Member.

III.17

Members wishing to and resign their Membership and depart the Club may continually credit any Share owned toward annual Club dues until such a time as the Share amount is diminished to a value of \$0.00. This relieves the departing Members of being placed on any waiting list in chronological order. All requests for transactions of this nature must be made through and approved by the Board of Directors. If the remaining value of the Share falls below the Club dues for that Club year, the Member may pay the difference owed to the Club for use of the Club facilities in that Club year. The departing Member must surrender their Share to the Club once the amount of said Share is diminished to a value of \$0.00. The Club shall then have no further financial obligation to the departing Member. Any Member who departs from the Club, but later chooses to re-join the Club will be required to purchase a Share at the current value for new Members at that time, and must pay dues as they are fixed at such a time, and must abide by all Club Rules and Regulations and the terms of these By-Laws.

Article IV

IV.1

The annual meeting of the Members of the Corporation shall be held on the third Monday in August, the place and exact time to be fixed by the Board of Directors. At least ten (10) days notice of said meeting shall be given all Members by the Secretary.

IV.2

Special meetings may be called at any time by vote of two-thirds of the Board of Directors, or upon written request of ten percent of the Members in good standing. Notification by the Secretary of such special meetings shall be at least ten (10) days in advance.

IV.3

Whenever notice is required by Articles of Incorporation or these By-Laws, notice by first class United States mail, postage prepaid; by email to the Membership; or by posting on the Club website shall be deemed sufficient.

IV.4

One-tenth of the Club Members in good standing shall constitute a quorum for the transaction of business.

IV.5

A Club Member may vote, and may be counted present for the purpose of constituting a quorum, by proxy given to his or her spouse. A proxy shall be in writing, signed by the Member, and executed not less than thirty days prior to the meeting at which it is to be exercised. The decision of the Secretary as to the authenticity of the signature on a proxy shall be conclusive. No proxy other than those expressly permitted herein shall be accepted.

IV.6

The order of business meetings of Members shall be:

- A. Call to order.
- B. Reading and approval of minutes of previous annual meeting.
- C. Reports, and approval of reports, of officers and committees.
- D. Unfinished business.
- E. New business.
- F. Election of Directors.
- G. Adjournment.

Article V

V.1

The Board of Directors may amend or make rules or regulations for the use of the Club as they may deem appropriate from time to time.

Article VI

VI.1

Amendments to these By-Laws may be made by a two-thirds vote of the entire Board of Directors, provided that at least ten (10) days notice of the meetings at which the amendment will be considered shall have been given to each Director.