BY-LAWS OF THE MILLCREEK COMMUNITY CLUB, INCORPORATED

# Article I. Offices

**Section 1. Principal Office.**

The principal office of the Club shall be located in the Town of Webster, County of Monroe, State of New York.

**Section 2. Other Offices.**

The Board of Directors ("Board") may establish additional offices within the State of New York as the affairs of the Club require.

# Article II. Membership

**Section 1. Eligibility.**

Membership is available to individuals who meet criteria established by the Board, submit a completed application, and pay required fees, dues, and assessments. Membership continues only while all such amounts are paid in full when due.

**Section 2. Deposit**

As a condition of membership, each new membership shall pay a deposit in an amount set by the Board of Directors. Upon a membership's resignation, and provided the membership is in good standing at the time of resignation, the deposit shall be refundable in accordance with Article XI after the resigned membership has been replaced by a new membership.

**Section 3. Membership Classes.**

In all membership categories, all people in the house are counted, regardless if they plan to swim or not swim.

The Club may offer the following membership classes or others established by Board resolution:

A. Individual – One adult, no children, residing at the address on the membership application.
B. Couple – Two adults, no children, residing at the address on the membership application.

C. Family – All persons whose primary residence is the address on the membership application. Family membership typically applies where one or two adults residing at the primary address on the application and their children under age 18. Situations involving shared custody or guardianship may be included at the Board's discretion.
D. Grandparent – One or two adults residing at the primary address on the application and their grandchildren under age 18 who regularly use the Club's facilities and are listed on the application. Parents of the grandchildren are not included in this class.

The Board may adopt written policies further defining household eligibility, dependents, and special circumstances.

### Section 4. Membership Limits.

The number of memberships shall not exceed one hundred-seventy (170) overall and further is limited to one hundred-forty (140) family and grandparent memberships, twenty (20) couple memberships and ten (10) single memberships.

### Section 5. Membership Fees.

Annual membership fees for each class are established by the Board and approved by the members as part of the annual budget approval process. Additional fee levels may be set by Board policy.

### Section 6. Approval.

Memberships are subject to approval by the Board, requiring an affirmative vote of at least two-thirds (2/3) of Directors present at a meeting with a quorum.

### Section 7. Voting Rights.

Each membership is entitled to one (1) vote on each matter submitted to the members, to be cast by an adult member of the household or by valid proxy.

### Section 8. Discipline and Termination.

The Board may suspend or terminate membership, by affirmative vote of two-thirds (2/3) of all members of the Board, or a majority vote of those present at any regularly constituted meeting, for cause, including nonpayment, violation of Club rules, or conduct detrimental to the Club, following procedures in a Member Conduct and Discipline Policy adopted by the Board. Termination for nonpayment shall follow Article XI of these bylaws.

### Section 9. Resignation.

A member may resign at any time by submitting written notice of resignation to the Board, including by email to an address designated by the Board for member communications. Resignation is effective on the date the notice is received. Board approval is not required for a resignation. Resignation does not relieve the member of obligations for dues, fees, or assessments accrued through the end of the season in which the resignation is received.

### Section 10. Reinstatement.

Upon written request, the Board may reinstate a former member on such terms (including payment of past obligations) as it deems appropriate.

### Section 11. Non-Transferability.

Membership in this Club is not transferable or assignable.

### Section 12. Nondiscrimination.

The Club shall not deny membership or access to programs on the basis of any status protected by applicable law.

## Article III. Meetings of Members

### Section 1. Annual Meeting.

An annual meeting of the members should ordinarily be held during the month of September for the purpose of electing Directors and conducting such other business as may properly come before the meeting. If circumstances make a September meeting impracticable, the Board of Directors should schedule the annual meeting as soon thereafter as reasonably practicable.

If the election of Directors is not held at the annual meeting, or any adjournment thereof, the Board of Directors should endeavor to hold the election at a special meeting of the members as soon thereafter as reasonably practicable.

### Section 2. Special Meetings.

Special meetings may be called by the President, by the Board, or upon written petition signed by at least one-tenth (1/10) of memberships entitled to vote.

### Section 3. Place and Format.

Meetings may be held at any location in New York State designated by the Board or conducted by electronic means (e.g., video conference) that allow members to hear, be heard, and vote, consistent with the bylaws of this Club.

### Section 4. Notice of Meetings.

Written notice stating the date, time, place or format, and purpose(s) of any meeting shall be delivered to each membership entitled to vote not less than seven (7) nor more than sixty (60) days before the meeting. Notice may be sent by mail, personal delivery, or electronic means (including email) to the contact information on record.

### Section 5. Informal Action by Members.

Any action required by law to be taken at a meeting of the membership, or any action which may be taken at such meeting, may be taken without a meeting of consent, in writing, setting forth the action so taken, shall be signed on behalf of all of the memberships entitled to vote.

### Section 6. Quorum.

Members holding, in person or by proxy, at least twenty percent (20%) of votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

### Section 7. Voting and Proxies.

Each membership has one vote. Votes may be cast in person by an adult member, by written or electronic proxy consistent with Board policy, or by mail or secure electronic ballot when permitted. No proxy is valid after the vote or meeting for which it was executed.

### Section 8. Ballots. (updated)

Elections and other matters may be conducted by mail or electronic ballot pursuant to procedures adopted by the Board.

## Article IV. Board of Directors

### Section 1. General Powers.

The Board manages the affairs, property, and policies of the Club, consistent with law and these bylaws. Directors must be members in good standing.

### Section 2. Number, Tenure and Qualifications.

The number of Directors shall consist of seven (7). Each Director shall be elected for two (2) year term, or as otherwise provided by Board policy, and serve until successors are elected and qualified or until earlier resignation or removal.

### Section 3. Regular Meetings.

The Board of Directors may provide by resolution the time and place, within the State, for the holding of regular meeting of the Board without other notice than such resolution.

### Section 4. Special Meetings and Notice.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State, as the place for holding any special meeting of the Board called by them.

### Section 5: Notice.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance by written notice delivered personally by mail, or by electronic means (including email) to each Director at the address or contact information shown in the Club's records. If mailed, such notice shall be deemed delivered when deposited in the United States mail with postage prepaid. If sent electronically, such notice shall be deemed delivered when transmitted, unless the sender receives a delivery failure notice. Any Director may waive notice of any meeting, before or after the meeting, by written waiver or by attending the meeting without objection to lack of notice.

### Section 6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### Section 7. Manner of Action.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### Section 8. Vacancies.

Any vacancy occurring in the Board of Directors at other than the normal termination of a Directorship as elected shall be filled by election by the Board of Directors. A Director so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

### Section 9. Compensation.

No salary shall be paid to the Directors for their services in such capacity, except for the reimbursement of funds necessarily expended by them in the performance of their duties.  Board members may submit hours towards fulfillment of club maintenance duties.

### Section 10. Conflict of Interest.

The Board shall maintain a Conflict of Interest Policy consistent with New York law. Directors and Officers shall annually disclose potential conflicts and refrain from voting on matters in which they have a financial or personal interest, as defined in that policy.

### Section 11. Removal.

A Director may be removed, with or without cause, by an affirmative vote of at least two-thirds of Directors then in office after reasonable notice and opportunity to be heard.

Those two sections were added to bring your bylaws in line with current best practice for New York not-for-profit governance and to make expectations around Board behavior explicit, rather than informal.

## Article V. Officers

### Section 1. Officers.

The Officers of the Club are President, Secretary, Treasurer, and such other Officers (e.g., Vice President) as the Board may create. The same person may hold more than one office, except President and Treasurer may not be held by the same person.

### Section 2. Election and Term of Office.

The Officers of the Club shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. IF the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient may be. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

### Section 3. President.

The President shall be the principal executive officer of the Club and shall, in general, supervise and control all of the business and affairs of the Club. The President may sign, with the Secretary or any other proper officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Club; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### Section 4. Treasurer.

The Treasurer shall, if required by the Board of Directors, provide a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board determines. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Club; receive and give receipts for monies due and payable to the Club from any source whatsoever; and deposit all such monies in the name of the Club in such banks, trust companies, or other depositories as are selected in accordance with Article VII of these bylaws. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the President or by the Board of Directors.

### Section 5. Secretary.

The Secretary shall keep the minutes of meetings of the members and of the Board of Directors in one or more books or systems provided for that purpose; ensure that all notices are duly given in accordance with these bylaws or as required by law; act as custodian of the Club's records and of the corporate seal and see that the seal is affixed to all documents whose execution on behalf of the Club under its seal is duly authorized; keep a register of the postal and/or electronic address of each member as furnished by the member; and, in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President or by the Board of Directors.

### Section 6. Additional Officers

Additional Officers perform duties assigned by the Board consistent with their titles.

### Section 7. Vacancies.

A vacancy in the office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### Section 8. Removal.

Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Club would be served thereby, but such removal shall be without prejudice to the membership rights, if any, of the Officer to be removed.

### Section 9. Compensation.

No salary or other form of remuneration shall be paid to the Directors for their services in such capacity, except for the reimbursement of funds necessarily expended by them in the performance of their duties.

## Article VI. Committees

### Section 1. Committees.

The Board of Directors, by resolution adopted by a majority of the Directors, may designate one (1) or more committees. Except as otherwise provided in such resolution, members of each such committee shall be members of the Club, and the President of the Club shall appoint the members of the Club and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### Section 2. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the members of the Club and until their successor is appointed, unless the committee

shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

### Section 3. Chairperson.

One (1) member of each committee shall be appointed chairperson by the President.

### Section 4. Vacancies.

Vacancies in the membership of a committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### Section 5. Quorum.

Unless otherwise provided in the resolution of the Board of Directors, designating a committee a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### Section 6. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## Article VII. Contracts, Checks, Deposits and Funds

### Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

### Section 2. Checks, Drafts, etc.

All checks, electronic payments, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Club.

### Section 3. Deposits.

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, credit unions or other financial institutions as the Board of Directors may select.

### Section 4. Gifts.

The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Club.

## Article VIII. Member Accounts

### Section 1. Member Accounts.

The Club shall maintain an account for each membership, including the member’s name, address, membership class, and any other information the Board considers necessary for administration.

### Section 2. Account Numbers.

Each membership shall be assigned an account number or similar identifier for internal use. Account numbers are used for record-keeping and access control and do not represent property rights.

### Section 3. Non-Transferability.

Member accounts and account numbers are personal to the member household and cannot be transferred or assigned to any other person or household.

### Section 4. Access Devices.

The Club is no longer required to issue membership certificates. The Club may, at its discretion, issue physical or electronic access devices (such as cards, FOBs, or digital passes) to facilitate entry and use of Club facilities. Any such devices remain the property of the Club, may be revoked or deactivated at any time, and do not constitute evidence of ownership or a transferable membership right.

### Section 5. Replacement and Fees.

The Board may establish policies and fees for the issuance, replacement, and use of access devices, including charges for lost or damaged devices, provided such policies are communicated to members.

## Article IX. Books and Records

### Section 1. Records.

The Club shall keep correct and complete books and records of account, minutes of meetings of members, the Board of Directors, and committees, and a current record of members entitled to vote.

### Section 2. Inspection.

Books and records of the Club may be inspected by any member, or an authorized representative, for any proper purpose at any reasonable time in accordance with procedures adopted by the Board and applicable law.

## Article X. Fiscal Year

The fiscal year of the Club shall begin on October 1 and end on September 30 of the following calendar year, or such other period as the Board may establish consistent with applicable law and reporting requirements.

## Article XI. Dues, Fees, and Assessments

### Section 1. Annual Dues.

The Board of Directors may determine from time to time the amount of membership fees. The Board shall submit the budget, annual dues and assessments, if any, payable to the Club by members of each class for approval at the annual meeting of the members.

### Section 2. Payment of Dues.

Dues shall be due and payable within one month following the issuance of bills during the months of October, January, April and July of each Fiscal year.

### Section 3. Membership Deposit.

1. Each membership shall pay a deposit in the amount established by the Board of Directors. The deposit shall be paid at the time of initial admission as a member.
2. Upon resignation of a membership and with the approval of the Board of Directors, the deposit shall be refunded to the member household, less any amounts then due for unpaid dues, fees, assessments, or other charges, provided the membership is in good standing at the time of resignation.
3. For purposes of this section, “good standing” means that the membership is not subject to suspension or termination for cause and has no outstanding unpaid financial obligations to the Club.
4. The Board may adopt policies further specifying the timing and method of deposit refunds and any circumstances under which all or part of the deposit may be retained, provided such policies are consistent with this section and communicated to members.

### Section 4. Default and Termination of Membership.

When any member of any class shall be in default in the payment of fees, dues, or assessments for a period of thirty (30) days from the date on which such fees, dues, or assessments become payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these bylaws.

### Section 5. Dues Obligation on Resignation or Termination of Membership.

A member who resigns or is terminated shall be liable for the payment of the entire annual dues of the fiscal year in which he resigns or is terminated. The Club fiscal year runs from October 1 through September 30 in each year. The amount of such dues liability shall be deducted from any membership deposit otherwise refundable to the member household under Article XI, Section 3.

### Section 6. Non-Payment of Dues, Fees and Assessments, and Deposit.

All unpaid dues, fees, assessments, and any other amounts owed to the Club shall constitute a debt owing by the member to the Club. The Club shall have the right to withhold such unpaid amounts from monies previously paid to the Club, including, without limitation, any membership deposit held by the Club, and the right to sue at law for the recovery of any remaining debt.

Dues, fees, assessments, and other amounts remaining unpaid after they become due may accrue interest or late charges at a percentage rate set annually by the Board of Directors, stated at the annual membership meeting, and included in the minutes of that meeting mailed or otherwise provided to the full membership. If the Board fails to set a new rate prior to the annual membership meeting, the previous year's penalty percentage shall apply.

### Section 7. New Member Incentive.

Discounts on first year dues may be offered as inducements to prospective members as the Board sees fit.

## Article XII. Corporate Seal

The Board shall provide a corporate seal, which may bear the name of the Club. Use of the seal shall be in accordance with Board policy and applicable law.

## Article XIII. Waiver of Notice

Any notice required under the New York Not-for-Profit Corporation Law, these bylaws, or the Articles of Incorporation may be waived in writing by the person(s) entitled to notice, before or after the time stated, and such waiver shall be equivalent to giving notice.

## Article XIV. Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws adopted by a majority of the Directors present at any regular meeting or at any special meeting of the Board of Directors, if at least seven (7) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

All amendments shall be recorded in the minutes and attached to the official copy of the bylaws.

## Article XV. Adoption of Bylaws

These bylaws are adopted pursuant to the New York Not-for-Profit Corporation Law, as amended, and supersede all prior bylaws of the Mill Creek Community Club, Inc.

**Adopted by the Board of Directors on** October 20th**, 20**26**.**

Thomas McEwen

**Signature of Secretary of Corporation**

Joshua Butler

**Signature of President of Corporation**

**Printed Name:** Thomas McEwen

**Printed Name:** Joshua Butler

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