

Penn Jersey Pool and Spa Association Bylaws
Bylaws adopted by the Board of Directors for Member Approval
March 18, 2014

Article I – ORGANIZATION AND NAME

Section 1: The Penn Jersey Pool and Spa Association (“the Association”) is a nonprofit trade association incorporated under the New Jersey Nonprofit Corporation Act (“the Act”).

Section 2: The Association shall maintain a registered office, and registered agent at that office, within the State of New Jersey. Other offices may be established, as determined by the Board of Directors..

Section 3: The Association whose territories shall include the eastern portion of the State of Pennsylvania and the southern portion of the State of New Jersey, as determined and established by the Board of Directors of the Northeast Spa & Pool Association, Inc., (NESPA)

Article II - DEFINITION

The term “Swimming Pool Industry” includes the design, manufacture, construction, ownership and/or operation of; the manufacture and/or distribution of the equipment and supplies for; and those persons or businesses providing services connected with the purchase and use of swimming pools, spas and hot tubs of all types.

ARTICLE III – MEMBERS

Section 1: The Association shall have several classes of membership, the designation of which, and qualifications for which, shall be as indicated in the bylaws of the Northeast Spa and Pool Association and NESPA Membership Policy Statements.

Section 2: Applications for Membership: Persons or entities eligible to apply for membership shall do so and applications shall be processed in the manner prescribed by the Board of Directors

Section 3: Membership Category Determination: The Board of Directors shall have final discretion regarding any member’s appropriate membership category, if any.

Section 4: Voting Rights. All Association of Pool and Spa Professionals (APSP) and NESPA dues-paying members will receive one (1) vote per member company.

Section 5: Code of Ethics: Each member shall adhere to a Code of Ethics which may be changed from time to time by the Board of Directors.

Section 6. Duration of Membership. Membership in the Association shall terminate by death, voluntary withdrawal as herein provided or otherwise in pursuance of these bylaws. All rights and privileges of a member shall cease upon the termination of membership.

Section 7. Withdrawal. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.

Section 8. Suspension and Expulsion. For cause, and upon reasonable notice, any member may be suspended or expelled. For members who violate the Code of Ethics they may be suspended or expelled in accordance with the Board Policy on Ethics Complaints and Procedures. Sufficient cause for other such suspension or expulsion of a member shall be violation of the bylaws or any lawful rule or practice duly adopted by the Association or any other conduct prejudicial to its interest. Suspension or expulsion shall be by two-thirds vote of the entire Board of Directors.

(a) A member threatened with expulsion or suspension shall be invited to appear before the Board of Directors for a hearing only after charges have been presented in writing and transmitted by registered mail to the accused 30 days previous to the meeting. The accused may reply in writing or

represented in person by a responsible person as certified in writing by the head of the member company and shall be given full opportunity for defense before the Board of Directors. An expelled member shall forfeit all rights and privileges in this Association, and a suspended member shall forfeit all rights and privileges during the period of its suspension.

(b) Appeal of a decision by the Board of Directors for expulsion or suspension may be made by the involved member to the full membership of the Association at the next scheduled Annual Meeting. A vote of the majority of the members present and voting if favorable to the appellant will nullify the Board of Directors' decision for expulsion.

ARTICLE IV - DUES

Section 1: Initiation Fees and Annual Dues. The determination of dues, assessments and initiation fees shall be as set forth in the Chapter/Region Organizational Agreement with the Northeast Spa and Pool Association.

Section 2: Payment of Dues: Dues, assessments and fees are payable pursuant to the Chapter/Region Organizational Agreement with the Northeast Spa and Pool Association. Any member in default for a period of time specified by the Agreement shall have its membership terminated.

ARTICLE V - BOARD OF DIRECTORS

Section 1: General Powers: The affairs of the Association shall be managed by its Board of Directors. The Board of Directors has the authority to adopt policies with respect to the following areas that will govern with the same force as these bylaws.

- Election of Members,
- Termination,
- Reinstatement
- Transfer of Members,
- Membership classes

Section 2: Number, Tenure, and Qualifications:

- A. **DIRECTORS** The Association's Board of Directors shall be composed of at least three (3) Directors and such additional Directors as determined from time to time by the Board of Directors, all of whom shall serve a one year term.
- B. **OFFICERS:**
- (a) **President:** Elected by the Membership for a one (1) year term.
 - (b) **Vice President:** Elected by the Membership for a one (1) year term.
 - (c) **Treasurer:** Elected by the Membership for a one (1) year term.
 - (d) **Secretary:** Elected by the Membership for a one (1) year term.
 - (e) **Immediate Past President:** Serves as an Officer/Executive Committee member without election for the one year after their presidency.

Each member of the Association's Board of Directors must be a Director, Officer, or employee of a corporation, firm, or individual proprietorship which is a member in good standing of the Association; notwithstanding the above requirement, the Board of Directors may allow for one director at large to serve for one (1) year who need not be a member of the Association and whose qualifications, authority and duties shall be prescribed from time to time by the Board of Directors.

Each member of the Association's Board of Directors shall hold office until his successor has been elected and qualified.

Section 3: Meetings: The Board of Directors shall provide by resolution the time, place and method (which may include telephone conference calls, online meetings or any other means as agreed upon by the participants) for regular meetings. Special meetings may be called by the President or upon the request of any three (3) Directors.

Section 4: Notice: Notice of any special meeting of the Board of Directors shall state the purpose by written notice delivered personally or sent by mail, fax, or electronic mail to each Director at his/her address as shown by the records of the Association.

Section 5: Quorum. A majority of the entire Board of Directors shall constitute a quorum. If less than a quorum for the transaction of business of any meeting of the Board as herein defined is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 6: Manner of Acting: 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, except where otherwise provided by law or by these By Laws.

Section 7: Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors. Any Director vacancy occurring on the Board of Directors shall be filled by the President of the Association. A Director or officer selected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 8: Removal of an Officer or Director:

(a) If a Director or Officer is absent from three (3) Board of Directors meetings for reasons that the Board of Directors fails to declare to be sufficient, his/her resignation as a Director and/or Officer shall be deemed to have been tendered and accepted.

(b) Any Director or Officer may be removed, with or without cause, by a vote of the members at a meeting called for that purpose. Any Director may be removed, with or without cause, by a 2/3 vote of the Board of Directors at a meeting called for that purpose. Any Officer's authority to act may be suspended by the Board of Directors for cause.

Section 9: Chapter Administrator: A Chapter Administrator may be employed or engaged by the Board of Directors under such terms and conditions as it shall deem to be in the best interests of this Association. The Chapter Administrator shall secure a bond for the faithful discharge of his/her duties as the Board of Directors may determine. Said bonds shall be paid for by the Association.

ARTICLE VI –OFFICERS

Section 1: Officers: The Officers of the Association shall be the President, a Vice-President, a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect such other officers, including assistant vice-presidents, assistant secretaries and assistant treasurers, as it may deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2: President: The President shall be the principal officer of the Association and shall in general supervise and control all of the business and affairs of the Association, shall appoint all committee chairs and shall serve as Chairman of the Executive Committee. S/he shall be ex-officio a member of all committees. S/he may sign, with the Secretary or any other proper officer or agent of the association 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 and by these Bylaws or by statute to some other Officer or agent of the Association; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 3: Vice-President: In the absence of the President or in the event of the President's refusal or inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 4: Treasurer: The Treasurer shall be bonded by the Association for the faithful discharge of his/her duties in such sum and with such surety or securities as the Board of Directors shall determine.

S/he shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies paid to the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Articles herein provided, or any other Bylaws now in existence or hereafter enacted. The Treasurer shall have prepared a financial statement of the Association by a certified public accountant at least once a year. In the absence of the President and Vice-President, the Treasurer shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all of the restrictions of the President. Any or all of the duties of the Treasurer may be delegated by the Board of Directors to the Chapter Administrator or to other staff of the Association.

Section 5: Secretary: The Secretary shall supervise production of the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; ascertain that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; supervise the custodian of the Association's records, keep a register of the post office address of members, and in general perform all duties incident to the office of the Secretary and such duties as from time to time may be assigned to him/her by the Board of Directors. Any or all of the duties of the Secretary may be delegated by the Board of Directors to the Chapter Administrator or to other staff of the Association

ARTICLE VII-NOMINATIONS AND ELECTIONS

Section 1: Nominations by the Nominating Committee: The Nominating Committee shall consist of the current immediate Past President, President and such other individuals as the President, with the concurrence of the Board, shall appoint. The Committee shall meet and nominate for Officers and members of the Board of Directors of the Association to be elected in accordance with Section 4 of this Article. They shall notify the Secretary of the Association in writing at least fifty (50) days before the Annual Meeting of the Association, of the names of such candidates and the Secretary shall disseminate a copy thereof by any lawful method including electronic transmission to the last recorded address of each member at least forty (40) days before the annual meeting. The Nominating Committee shall secure prior acceptance of the candidates in writing before presenting the slate. A majority vote of the Board of Directors will be required to approve the slate of nominees.

Section 2: Nominations by Petition: Nominations for any Officer position, or the Board of Directors may be made by any member in writing, provided that such nominations are endorsed with the signatures of not less than ten percent (10%) of the voting members in good standing of this Association and communicated to the Secretary, by any lawful method including electronic transmission, so as to be received not less than thirty (30) days before the date of end of the current term of office; the Secretary shall incorporate the names of the candidates so nominated, designating them as "nominated by petition" on the ballots to be disseminated as provided in Article VII, Section 3. The members nominating candidates by petition shall certify on the petition that they have secured the prior acceptance in writing of the candidates so nominated; and that each candidate so nominated has been a member in good standing of this Association for two (2) years and is otherwise eligible for election to the office for which he/she has been nominated.

Section 3: Elections: The President, Vice-President, Treasurer, Secretary and Directors of the Association as specified in Article V Section 2, shall be elected annually either at the Annual Meeting of members or by means of a written ballot disseminated, in any manner permitted by law, to each member eligible to vote as herein set forth. If the election is accomplished other than at the Annual Meeting, ballots shall be mailed or otherwise disseminated at such times and pursuant to such procedures as shall be adopted from time to time by the Board of Directors. The Secretary shall open, count, tabulate and retain ballots in accordance with procedures adopted from time to time by the Board of Directors. If there shall be single candidates nominated for President, Vice-President, Treasurer, Secretary and Directors as specified in Article V Section 2, and no petition for other candidates is received, it shall be the responsibility of the Secretary to cast a single unanimous ballot on behalf of the membership at the Annual Meeting of the members.

Section 4: Voting Rights: Those members in good standing and identified in Article III as having voting rights shall be entitled to cast one vote on each matter submitted to the membership. Each voting

member shall designate in writing one individual who shall be entitled to cast the member's vote on matters submitted to the voting members.

ARTICLE VIII - MEETINGS OF MEMBERS

Section 1: Annual Meeting: An Annual Meeting of the members shall be held during the first three (3) months of each fiscal year.

Section 2: Place of Meeting: The Board of Directors shall determine the location of any meeting of the members.

Section 3: Special Meetings: Special Meetings of the members may be called by the President, any three (3) members of the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

Section 4: Notice of Meeting: Written notice stating the place, time and purpose of any meeting of members shall be delivered, either personally, or by mail, electronic mail, or fax to each member entitled to vote at such meeting, not less than ten (10) days or more than sixty (60) days before the date of such meeting. The purpose for which the meeting is being called shall be stated in the notice to members. If mailed, the notice of a meeting shall be deemed to have been delivered when deposited, with prepaid postage, in the United States mail addressed to the member at his address as it appears on the records of the Association.

Section 5: Informal Action by Members: Any action required, or proposed to be taken, at a regular meeting of the members of the Association, may be taken without a meeting

(a) if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or

(b) pursuant to the less than unanimous written consent procedure set forth in the Act.

Section 6: Quorum: Ten percent (10%) of the voting members shall constitute a quorum at a meeting of the members.

Section 7: Proxies: A member entitled to vote may vote either in person or by proxy duly executed in writing by the member's designated representative or by his agent.

ARTICLE IX - COMMITTEES

Section 1: Committees: The Board of Directors shall have the authority and discretion to create standing or ad hoc committees as may be deemed advisable by the Board. The President shall have the authority to appoint Committee Chairs. The President, after consultation with the Committee Chair, shall have the authority to appoint any member to serve on the Committee, subject to removal of such person by the Board of Directors.

Section 2: Executive Committee: There shall be at all times an Executive Committee, consisting of the President, the Vice-President, the Treasurer, the Secretary and the Immediate Past President, whose responsibility is to carry out all activities assigned to it by the Directors. The Executive Committee shall be considered to have full authority of the Board of Directors when the Board is not in session.

Section 3. Budget Committee: The President shall appoint a budget committee in April of each year consisting of the Treasurer, as Chairperson, and three members, who shall prepare a budget and submit it for approval to the Associations' Board of Directors at the last meeting of the Board prior to the end of the fiscal year.

Section 4: Qualifications: The President, in consultation with the Committee Chair, shall select members of the Committee. Any Committee member may be removed by the Executive Committee whenever, in its judgment, the best interest of the association shall be served by such removal.

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 governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts: The Board of Directors may authorize any Officer or Officers, Agent or Agents of the Association, in addition to those Officers so authorized by law and these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to special instances.

Section 2: Checks, Drafts, etc: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer and such other Officer or Officers, Agent or Agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such resolutions, instruments shall be signed by the Treasurer.

Section 3: Deposits: All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE XI - BOOKS AND RECORDS

Section 1: Record Maintenance: The Association shall keep and make available to its members such books and records of account, minutes and membership list information as are required by the Act.

Section 2: Annual Audit: Within sixty (60) days after the end of each fiscal year, the Board of Directors will cause to be taken an independent audit for the Association's financial records conducted by a certified public accountant according to generally accepted accounting procedures. Such statements shall be made available to the Board of Directors and to the membership, upon request.

ARTICLE XII - AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors, followed by a two-thirds (2/3) vote of the voting members. If the membership vote is to be conducted at a meeting of the members, at least fifteen (15) days written notice must be given of the proposed amendment.

ARTICLE XIII - INDEMNIFICATION

Section 1: Indemnification: Every Director, Officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon him/her in connection with any proceeding to which s/he may be made a party, or in which s/he may become involved, by reason of his/her being or having been a Director, Officer or employee of the Association, or any settlement thereof, whether or not s/he is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer, or Employee is adjudged guilty of willful misfeasance or malfeasance in that performance of his/her duties. Limits to such indemnification shall be in accordance with available insurance coverage, but with the Association paying any initial deductible amount as may be required by such insurance. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director, Officer or employee may be entitled.

Section 2. Liability Insurance: The Association shall carry a policy of Directors' Liability Insurance covering the Association, all officers of the Association and Committee Members of the Association as set forth in the Chapter/Region Organizational Agreement.

ARTICLE XIV - DISSOLUTION

In the event the corporation shall be dissolved at any time hereafter, all assets of the corporation remaining after the application and distribution thereof required by the Articles of Incorporation and the Act shall be distributed in accordance with the Act.