

By-laws - Example Club ~ Amended 2/2014

Article I

Name

Section 1. The organization shall be known as Example Club, Inc., hereafter as "the Club".

Article II

Purpose

Section 2. Provide, operate and maintain a private swimming and recreational facility on a nonprofit basis for the exclusive use of the members and their guests, subject to the rules and regulations to be adopted by the Club.

Article III

Board of Directors

Section 1. The management and policies of the club and its affairs, funds and property shall be vested in a Board of Directors of fourteen (14) members.

Section 2. Only members of the club shall be eligible to serve as Directors.

Section 3. At the annual fall meeting of the Club, as many members of the Board of Directors shall be elected as there are vacancies to be filled. Positions on the Board of Directors shall alternate each year allowing for a continuity of leadership and understanding of the working of the Club. Each elected Director shall serve for two years.

Section 4. The President-Elect shall serve for one year as First Vice President and one year as President. The Board of Directors shall have the power at its discretion to elect one (1) or more additional Vice President(s). Such officers shall serve until their successors are elected.

Section 5. The Board of Directors shall appoint the members to each standing committee hereinafter designated and such other committees as it shall deem necessary, and may confer such committees as it shall deem proper in addition to their duties hereinafter specified.

Section 6. The Board of Directors shall have the power to suspend or expel members from the Club and may receive and accept resignations of officers of the Club. The Board may reinstate membership into the Club any person who has been expelled as hereinafter provided.

Section 7. The Board of Directors shall hold regular monthly meetings at a place designated by the President. Special meetings of the Board of Directors may be called at any time by the President and shall be called by him/her upon the written request of two (2) or more Directors; provided that twenty (24) hours' notice is given to Board members.

Section 8. The Board of Directors shall fill, until the next annual meeting of the Club, vacancies in its own body or in any position on standing committees.

Section 9. Any eight (8) members of the Board of Directors shall constitute a quorum authorized to transact business.

Section 10. Matters needing to be decided by a vote of the Board shall be decided by a 2/3 vote of the quorum present: I.E. 8 present = 5 in favor, 9 present = 6 in favor, 10 or 11 present = 7 in favor, 12 present = 8 in favor, 13 or 14 present = 9 in favor.

Article IV

Executive Board and their Duties

Section 1. The Executive Board shall include President, First Vice President, Treasurer and Secretary and one or more additional Vice President(s) as deemed necessary by the Board of Directors.

Section 2. The President shall preside and supervise all business affairs and enforce all of the rules of the Club. He/she shall have general supervision of the affairs of the Club and be ex-officio chairman of all committees. The President, with the Secretary shall execute all written contracts and obligations of the Club and he/she shall perform such other duties as the Board may determine. He/she shall report/discuss with the Board decisions made regarding the club, its members and or facilities at their monthly Board meetings.

Section 3. The First Vice- President shall perform all the duties of the President in case of his/her absence or inability to act. The First Vice-President shall also assist the Newsletter and Clubhouse Rental Directors in meeting their duties when needed. The position of an additional Vice President, if same shall be elected, shall perform such duties as may be assigned from time to time by the Board of Directors.

Section 4. The Treasurer shall keep, or cause to be kept, an accurate record of all monies received or expended by the Club; shall monitor all accounts, reports, and other documents prepared as to Club funds, revenues and expenditures for their accuracy at all times; shall periodically report to the President and the Board of Directors on the Club's present and projected financial condition at least once per calendar quarter and, when necessary, monthly; shall advise the Board of Directors about the financial impact on any proposed action by the Board of Directors or Club which, in his or her judgment, would have a significant financial impact on the Club; shall, at least once each year prior to the March meeting of the Club prepare a projected budget to be submitted to the Board of Directors with sufficient time to enable the Board of Directors to present such budget at the March meeting; and shall prepare such other recommendations and reports on the financial affairs of the Section as may be requested by the President or Board of Directors. The Treasurer shall also work with the Club Accountant as required and shall see that any tax or other forms or reports required by any government agency are filed on behalf of the Club, whether by the Club Accountant or otherwise. If there are any conflicts between the Treasurer and the Club Accountant, then the conflict shall be brought to the subsequent Board of Directors meeting for resolution by the Board of Directors.

Section 5. The Secretary shall give notice of all meetings of the Club and of the Board of Directors and shall record and keep minutes of each annual meeting in permanent form. At least ten (10) days before each annual meeting of the Club, he/she shall mail via USPS or electronic mail to family members of the Club a list of all matters of business known to be on the agenda. Prior to the annual fall meeting, this notice shall include the list of nominations for the Board of Directors and prior to the spring meeting this notice shall include the annual budget as proposed by the Directors. He/she shall be the keeper of the Club seal. He/she shall keep an accurate record of the names and addresses of all club members.

Article V

Directors of the Board and their Duties

Section 1. The Pool Operations Director shall be responsible for hiring and firing of all life guards as well as verifying all certifications required for a guard position. He/she shall monitor the guard's performance and assist the Head Guard with personnel or scheduling problems. The pool Operations Director shall also work with the Swim Team Director and Social Director to arrange all swim practices, meets and or social events requiring pool use.

Section 2. The Building Director shall be responsible for upkeep and repairs to any part of the Club's buildings/ facilities, excluding pool and tennis courts.

Section 3. The Grounds Director shall monitor and maintain the club's grounds. He/she shall work with the company hired for general yard work and shall arrange seasonal club clean up days as well as working with other companies hired to perform tree cutting, fence building, landscaping, etc.

Section 4. The Membership Director shall be responsible for providing Club information to prospective members. He/she shall receive applications and new membership monies and keep accurate records of all new members. He/she shall work with the Treasurer/Accountant assuring that all monies are properly deposited to the Club's account. The Membership Director shall also update information and be responsible for printing the Club directory. The Membership Director will inform the Secretary of each member's preference for communications (e.g. electronic mail or USPS mail notices) that is provided by the member.

Section 5. The Social Director shall plan and organize activities throughout the year for both adult and child members in the clubhouse and at the pool.

Section 6. The Pool Maintenance Director shall be responsible for all activities required to open the pool on Memorial Day, as well as those activities required to close and winterize the pool soon after Labor Day. He/she shall be responsible for repairing all equipment related to pool use, including plumbing (showers, tile, sinks and toilets). He/she shall educate the guards regarding monitoring of the proper levels for water, various chemicals, as well as proper determination regarding safety of conditions for use by the Club members. He/she shall purchase all materials & chemicals required for maintenance of the pool. He/she shall work with the swim team Director assuring the pool is ready for swim meets and will work with the pool manager to determine broken equipment and repairs that need to be done.

Section 7. The Tennis Director shall be responsible for maintaining the court surface and all tennis related equipment. He/she shall also meet with the team captains each season to arrange practice times as well as monitoring the club membership of the team participants. He/she shall collect money due from non-members playing on a team out of the Club and shall be responsible for maintaining the court sign-up sheets. Planning and organizing tennis round robins/socials shall be the responsibility of the tennis director as well.

Section 8. The Newsletter Director shall be responsible for publishing the bi-monthly newsletter of the Club for distribution to the general membership. He/she shall work with the board and individual members on occasion to communicate policy decisions and club news. This position shall be assisted by the First VP when the need arises.

Section 9. The Clubhouse Rental Director shall be responsible for maintaining a clubhouse usage calendar and for monitoring arrangements for the rental of the club house by members as well as non-members for individual events. Monies collected from rentals shall be delivered to the Club Treasurer/Accountant for proper deposit in the Club's account. He/she shall be assisted by the First VP who may assist the Director with scheduling when the need arises.

Section 10. The Swim Team Director shall be responsible for keeping the Board updated as to events concerning the Club swim team. He/she shall work with the swim team committee and hire the coaches, hold registration for participants, order suits and t-shirts, work with pool maintenance and operations concerning meets, practice times, etc.

Section 11. Members of the Board of Directors shall submit their monthly report to the Secretary in writing prior to the monthly meetings. If unable to attend monthly Board meetings any activity to report shall be provided to the President for reporting at the meeting.

Section 12. All Directors shall maintain a notebook listing detailed job duties, performance time lines if needed, procedures, contacts, etc. to pass on to his/her respective replacement at the end of his/her term.

Section 13. No member of the current Board of Directors or his or her immediate family may provide services to the Club for fee or payment. Members of the Board or their immediate family will not provide supplies or equipment to the Club for profit. Supplies or equipment may be provided by Board members or their family members to be reimbursed at actual cost, if said equipment or supply purchase is approved by the Board in documented form (e.g. an e-mail or writing) prior to its purchase; prior approval is not required for routine maintenance supplies for the Club that are reimbursed at actual cost, unless the Board of Directors determines otherwise. For purposes that include providing concessions, lifeguarding, or other services, this rule may be waived by the Board of Directors on a case-by-case basis for periods of up to one (1) year by a vote that shall require passage by at least 75% of those voting board members in attendance.

Section 14. Any Club member who is serving in the role of a contractor or employee of the Club, or any Club member who has a member of their family serving as a contractor or employee of the Club will not be eligible for election to the Board of Directors unless the individual in question forfeits their relationship as a contractor or employee of the Club. For purposes that include providing concessions, lifeguarding, or other services, this rule may be waived by the Board of Directors on a case-by-case basis for periods of up to one (1) year by a vote that shall require passage by at least 75% of those voting board members in attendance.

Article VI

Finances

Section 1. All financial transactions of the Club shall be in the hands of the Board of Directors with full power to act.

Section 2. Membership dues shall be payable in the spring of each year.

Section 3. The Board of Directors shall be able to allocate monies needed for required maintenance and day to day operations of the club at their discretion. The Board of Directors shall be able to allocate monies needed for required maintenance and day to day operations of the club at their discretion, except as set forth in this Section. Any expenses or series of related expenses in excess of \$2,500 that is not approved by the Board of Directors shall require the approval of at least two members of the Board of Directors, of whom one must be either the President or First Vice President. Capital improvements and or purchases not related to maintenance or operations equaling or greater than the amount of \$10,000.00 shall be presented to the general membership for a vote of approval.

Article VII

Membership

Section 1. Membership in the Club shall be limited to one (1) adult member of each family living in the Dunwoody North area. Each membership shall be entitled to one (1) vote in the affairs of the Club.

Section 2. Membership in the Club shall be extended to those families who wish to maintain their current membership upon relocation outside Dunwoody North.

Section 3. A nontransferable membership shall be issued to persons duly accepted in the Club.

Section 4. Membership shall be necessary to qualify any person for voting in the Club, or holding an office on the Board.

Section 5. The initiation fee shall be \$500.00 to be paid as prescribed by the Board of Directors; provided that the initiation fee for any adult child of a current Club member in good standing shall be \$250.00, which fee shall not be available for an initiation rebate under Section 7.6. The initiation fee may be increased or decreased from time to time at any regular or special meeting of the Club; provided that notice of proposed changes shall be announced in the written notice of the meeting.

Section 6. Any member may withdraw from the Club with a notification to the Membership Director. Members prior to 1992 who were provided a certificate shall receive a rebate of \$150.00, upon return of certificate. Members who maintain membership for 0-2 months shall receive a \$200.00 rebate. Maintaining a membership for 13-24 months members shall receive a \$100.00 rebate. Those maintaining membership over 24 months shall not receive a rebate. Members serving notice of withdrawal by notification of their withdrawal shall receive rebates according to the above schedule from funds received from the next new Club members in chronological order; except that members who move out of Dunwoody North shall have preference over resigning members who continue to reside in the subdivision.

Section 7. The Club shall also establish open memberships, which shall be available to any homeowner living outside the Dunwoody North neighborhood.

Section 8. Nonresident and open memberships shall not exceed 30% of the total membership.

Section 9. All members shall be entitled to participate in all Club activities, use all Club facilities and be entitled to one (1) vote per family unit and shall be subject to the same fees and dues.

Section 10. The total membership of the Club shall not exceed two hundred and fifty (250) families; however no application from Dunwoody North residents shall be denied because of this limitation. No nonresident or open membership application will be accepted unless the membership total is less than two hundred fifty (250).

Article VIII

Special Dues and Assessments

Section 1. Regular or special dues and /or assessments shall be established by the general members of the Club upon recommendation of the Board of Directors.

Article IX

Membership Voting and Meetings

Section 1. The Club shall hold two (2) annual meetings. These meetings shall be held on a weekend day in March and October. The annual spring meeting shall be for the purpose of considering the proposed annual budget as presented by the Board of Directors and for such other business as shall be presented in the meeting announcement. The purpose of the annual fall meeting shall be to elect members of the Board of Directors and hear reports of the past season's operations. Other matter of business may be presented from the floor.

Section 2. Special meetings of the Club may be called by the President of the Board of Directors, or at the request in writing of at least twenty five (25) members made to the Secretary.

Section 3. Fifteen (15) days' notice of all general or special meetings shall be given to all members of the Club by electronic (e-mail) notice, unless an individual member requests notice by USPS in writing to the Membership Director.

Section 4. All meetings of the Club shall be conducted according to Roberts Rules of Order.

Section 5. Twenty (20) qualified voting members of the Club shall constitute a quorum for the transaction of business and a majority vote of the members present at any meeting shall govern.

Section 6. Any family unavailable to be represented by a voting member at a duly announced meeting shall be entitled to cast an absentee ballot on the item of business specified in the meeting announcement. This absentee ballot must be filed with the Club Secretary in advance of the meeting and can only be used to vote on business prior to the meetings. It shall not serve as a proxy vote to be cast on business presented from the floor at the time of the meetings.

Section 7. Voting shall be by a show of hands unless nominations are accepted from the floor. If nominations are taken from the floor, voting will be conducted by secret ballot. The President along with another member of the Executive Board shall count the ballots and the President shall announce the winner(s)

Article X

Resignation / Discipline

Section 1. No resignation of a member shall be effective unless such member shall have paid all indebtedness to the Club as may be determined by the Board of Directors.

Section 2. Any member may be suspended or expelled from the Club by the Board of Directors for:

a. Any misconduct on his/her part or on the part of his/her family or guests likely to endanger the welfare or character of the Club

1. First offense will be a two (2) day suspension from use of Club facilities including swim/dive team practice and/or meet; or tennis team practice and/or match.

2. Second offense will be a one (1) week suspension.

3. Third offense will be expulsion from the Club.

b. Delinquency in payment of dues or other indebtedness to the Club.

Section 3. Before a person's membership shall cease against his consent, the members shall be given the opportunity to be heard before the Board in person or by proxy with in two (2) weeks of the date of suspension or expulsion. A two-thirds (2/3) vote of the entire Board shall be required to revoke a membership for the above reasons.

Section 4. All membership rights and privileges will be forfeited by any member resigning, expelled or otherwise not in good standing in the Club.

Article XI

Facility Use

Section 1. Every member in good standing, his family and guests, shall be entitled to use of the facilities of the Club under such rules as the Board of Directors prescribe. Every member shall be responsible for the conduct of his/her family and guests.

Section 2. To be eligible to use the Club's facilities, a guest must not live in the Dunwoody North Subdivision. Residents of the Dunwoody North area shall be encouraged to join the Club as members. Regular and continuing use of the facilities by residents of the Dunwoody North area or anyone else who is eligible to join the Club as "guests" or "splitting of memberships," is prohibited. The Board of Directors will have the right to interpret the meaning of the phrase "Regular and continuing use" as used in the preceding sentence in its sole discretion. The preceding restriction shall not apply to participation in a Club-authorized tennis or swim team. Each guest and function that uses the Club's facilities must be sponsored by a member of the Club. Guest usage of Club facilities is also subject to rules that the Board of Directors prescribe.

Section 3. The facilities of the Club may not be used by any person to operate a service for hire or otherwise used for a business, unless the business or service is pre-approved by the Board of Directors, in documented form (e.g. an e-mail or writing). The preceding restriction includes, but is not limited to, coaching for tennis or swimming, sales of merchandise, or any other type of lessons or sales, but does not include team coaches for Club-authorized tennis and swim teams. Authorized DNDC tennis and swim teams may select their own team coaches without pre-approval from the Board of Directors, but must notify the Board of Directors of their selected coaches. Any person providing services at the Club may be required to submit to a background check.

Article XII

Nomination Committee and Nominations

Section 1. At least forty-five (45) days before the annual fall meeting of the Club, the Board of Directors shall appoint a Nominating Committee of five (5) members.

- a. The Nominating Committee shall nominate at least one member for each position on the Board as are to be elected at the next annual fall meeting.
- b. The Nominating Committee shall be made up of three (3) members from the current Board, one of whom is the current First Vice President, along with two (2) members from the general membership.
- c. The Chairman of the Nominating Committee shall be the First Vice President.

Section 2. At least thirty-five (35) days before the annual fall meeting of the Club, the Chairman of the Nominating Committee shall notify membership of the positions open for the upcoming election.

- a. Notification of such positions will be via electronic mail, postings on the Club website and bulletin boards at the Club.
- b. Such notification will list Nominating Committee members and contact information for at least one member of the Nominating Committee.

Section 3. At least fifteen (15) days before the annual fall meeting, the Chairman of the nominating committee shall submit the names of the candidates to the Secretary who shall report these names to the members via USPS or send via electronic mail, together with the notification of the annual meeting.

Section 4. Members of the nominating committee shall not serve on consecutive nominating committees.

Section 5. Any member of the Club shall have the right to nominate other persons for the Board of Directors at the annual fall meeting. Persons making nominations from the floor shall have received prior consent from the nominee.

Section 6. Notwithstanding the foregoing, absentee ballots cast in favor of candidates in accordance with these By-laws shall be counted in the Board of Directors election.

Section 7. At the annual fall meeting each member shall have the right to vote for the number of Directors being elected at said meeting. For clarity, consistent with Article VII, Section 1, each family living in the Dunwoody North area will only have the right to cast a single vote per open position, not one vote for each person in the family. The candidates receiving the highest number of votes shall be declared to be elected.

Article XIII

Standing Committees

Section 1. There shall be standing committees. Their names and duties shall be as follows:

a. Swim Team Committee shall work with the Swim Team Director and assist in duties required for having a Club swim team.

I. The Swim Team Director, being a member of the Board, must be a member in good standing of the Club.

b. The Club Accountant - Shall work with the Treasurer in maintaining proper records of the Club's funds. He/she shall assist the Treasurer in preparing financial reports to present to the membership at General meetings.

Section 2. Each new Board of Directors at the first meeting following each annual fall meeting at the Club shall appoint Chairmen for the standing committees. The Board shall also appoint such additional committees as deemed appropriate.

Article XIV

Corporate Seal

Section 1. The corporate seal of the Club shall be in circular form with the words "Example Club, Inc." and "Seal" on the face thereof.

Article XV

Club Rules

Section 1. Rules regulating matters not governed by these By-laws and not consistent herewith may at any time be made, amended or repealed by the Board of Directors and by such committee as empowered on that behalf. They shall take effect upon posting of the same on the bulletin boards at the club and shall be listed in the Club directory.

Article XVI

Amending the By-Laws

Section 1. These By-Laws shall become effective upon their adoption by the Club

Section 2. These By-Laws may be added to, altered or amended at any time by the membership of the Club, a majority vote of those members at a meeting where a quorum is present being required. Any proposed amendment, addition or alteration of these By-Laws must be included in the notice of the meeting at which the amendment is to be considered.