

BY-LAWS OF THE WEST SMYRNA SWIM AND TENNIS CLUB, INC.

Revised Aug. 2015.

Article I: Name

This Corporation, chartered under the laws of the State of Georgia as a non-profit Corporation, shall be known as THE WEST SMYRNA SWIM AND TENNIS CLUB, INC.

Article II: Object

The purpose and object of said Corporation shall not be for business or profits, but its purpose shall be for the establishment of a social organization, to promote the pleasure, kind feeling, and general recreation of its members their families and guests, and, specifically, to build, own, operate, and maintain a community swimming pool and tennis courts. The Corporation shall not be controlled by or under common control of any other organization; no part of the net earnings of the Corporation shall inure to the benefit of any of its members.

Article III: Officers

Section 1.

Election. The officers of the Corporation shall be a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. These offices shall be elected at the annual membership meeting for a one-year term of office. The elected officers shall take office immediately upon election. All officers must be senior members of the Corporation.

Section 2.

Duties of the President. The President shall preside at the meeting of the Corporation and the Board of Directors. He/she shall appoint, subject to the confirmation of the Board of Directors, all standing committees and all special committees as may be directed. He/she shall serve as an *ex-officio* member of the Nominating Committee.

Section 3.

Duties of the First Vice President. The First Vice President shall have and exercise all the powers, authority, and duties of the President during his/her absence or inability to act. He/he shall act as Chairman of the Facility Committee and perform such other functions as may be directed by the Board.

Section 4.

Duties of the Second Vice President. The Second Vice President shall act as Chairman of the

Membership Committee. He/she shall also perform such other functions as may be directed by the Board.

Section 5.

Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, of the membership, and any other meetings, which the Secretary is designated by the President to attend. He/she shall perform in general all the duties incident to the office of Secretary subject to the control of the Board of Directors. He/she shall submit such reports to the Board as may be requested by it.

Section 6.

Duties of the Treasurer. The Treasurer shall receive and have custody of all funds and securities of the Corporation; when necessary or proper, he/she shall endorse on behalf of the Corporation for collection all negotiable instruments and shall deposit the same to the credit of the Corporation in such bank or banks as the Board of Directors may designate. Whenever required by the Board of Directors, he/she shall render a statement of his/her cash accounts. He/she enter regularly in the books of the Corporation a full and accurate account of the Corporation. He/she shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors. He/she shall present a written annual report to the membership at its annual meeting. The report shall consist of a balance sheet and operating statement for the last year. He/she shall serve as a member of the Finance Committee. He/she shall maintain a list of current members.

Section 7.

Bonding. The office of the President and the Treasurer shall be bonded at the expense of the Corporation and with the bonding company of the Corporation and in such amount as specified by the Board of Directors. All checks shall be signed by two of the following officers: President, First Vice-President, Secretary, and Treasurer, one of which must be President or Treasurer.

Article IV: Board of Directors

Section 1.

The management of control of the corporation shall be conducted by the Board of Directors.

Section 2.

The Board of Directors shall consist of the five (5) corporate officers and one (1) additional director for each twenty-five (25) memberships or fraction thereof. The dues for which the corporate officers would be responsible in the year to be served shall be waived by the Corporation. All non officer directors shall serve without compensation. Not more than one (1)

senior member from a family unit may serve on the Board during any one (1) term.

Section 3.

Elections. The directors shall be elected at the annual membership meeting for a two (2) year term of office. The intent is to stagger the election of the Directors so that approximately half are elected each year. Initially, two (2) directors will be elected for a one (1) year term, and two (2) directors will be elected for a two (2) year term. As additional directors are added, the initial terms will alternate between one (1) year terms and two (2) year terms to maintain the aforementioned intent.

Section 4.

Chairman. The President of the Corporation shall serve as the Chairman of the Board of Directors.

Section 5.

Any vacancy occurring in the Board shall be filled by majority vote of the remaining members of the Board. The person appointed shall serve until his successor, elected at the next annual meeting, takes office.

Article V: Duties and Responsibilities of the Board of Directors

Section 1.

Rules of Procedure. Each Board shall establish the time, place, and frequency of its regular meetings. Special meetings may be called by the President or any two (2) Directors, by giving five (5) days notice, written, verbal, or e-mail, to each Director. A majority of the Directors shall constitute a *quorum*. The President will serve as Chairman of the Board of Directors and preside over its regular and special meeting. Meetings shall be held at reasonable times and places.

Section 2.

Duties and Authority. The duties of the Board of Directors shall be to control and manage the business of the Corporation. Their authority shall extend to, but not be limited to, such actions as:

- (a) Publishing and enforcing reasonable house rules for the use of the Corporation facilities;
- (b) Adopting reasonable rules concerning the admission of guest and operation of the Club;
- (c) Determining the opening and closing dates of the Corporation swimming season;

- (d) Accepting or rejecting proposed members by secret ballot
- (e) Hiring and terminating the services of any persons employed by the Corporation;
- (f) Preparing and submitting to the membership a financial report at the annual meeting;
- (g) Authorizing the incurring of obligations and the payment of such obligations provided that no capital improvement may be authorized to the extent of over \$1,500 in one (1) year, without the prior authorization of an annual or special meeting of the members, excepting initial construction of the facility;
- (h) Naming an Audit Committee or otherwise providing for competent audit of the corporation books and records at least annually;
- (i) Electing directors to fill vacancies until the next election of officers meeting;
- (j) Determining initiation fees.

Section 3.

Attendance of Board Meetings. In the event a member of the Board misses two consecutive regular meetings of the Board of Directors, the Board may request the resignation of said member and elect a replacement to fill the vacancy until the next election of officers meeting.

Article VI: Membership

Section 1.

Number. The total membership shall be limited to two hundred (200).

Section 2.

Application.

Application for membership shall be filed with the Second Vice President on forms provided by the Corporation and shall be accompanied by the initiation fee, current dues, and tax, if any, in full. In case the application is not approved, all funds shall be promptly returned in full to the applicant.

Section 3.

Admission. The Board of Directors shall vote upon the admission to the Corporation of each applicant recommended by the Membership Committee and shall confer membership only

upon those applicants who shall be approved by two-thirds (2/3) of the members of the Board present. The names of persons petitioning for membership shall be made known to the membership seven (7) days prior to the voting of the Board.

Section 4.

Classification. Membership in this Corporation shall consist of the following classes of members within each family unit:

(a) Senior Member Husband and wife or head of family. The term “member” when used in these By-Laws shall refer to Senior member unless otherwise specified.

(b) Junior Member An unmarried or dependent child regardless of age in the household of Senior Member.

Section 5.

Waiting List. After the maximum membership of 200 has been reached, a waiting list of prospective members shall be established from which all applications will be recognized in order of application, except as provided hereinafter in *Article VIII, Section 3*.

Section 6.

Marriage Dissolution.

(a) In the event of a dissolution of their marriage by legal decree, the senior members involved shall notify the President of the Club in writing, which senior member retaining the family membership shall be responsible for the payment of all future dues and assessments from that day forth. Until the said parties shall notify the President as required herein the family membership shall be temporarily suspended, and the family members shall not be entitled to the use of the club.

(b) A divorced member in good standing who is not awarded the club membership may become a new member excluding the waiting list requirements of the club by paying the appropriate club dues commencing from the date of the divorce.

Article VII: Transfer, Sale, and Reinstatement of Membership

Section 1.

A membership in the Corporation is not transferable. Exception see Section 5.

Section 2.

If a member sells his/her house and leaves the area, upon request his/her membership may be offered by the Corporation to the purchaser of his/her home, subject to the membership requirements of *Article VI* excluding the waiting list requirements of *Article VI, Section 5*.

Section 3.

If a member is transferred outside the Atlanta Standard Metropolitan Statistical Area (SMSA) by his/her employer and the member maintains ownership of his/her home in the SMSA during his/her job transfer period, that said member shall remain in good standing without the payment of annual dues provided that when said member returns to his Smyrna residence he/she shall be responsible for paying the annual dues for any portion thereof for the year in which he/she returns.

Section 4.

If a member has resigned in good standing he/she may be reinstated for a fee of \$200.00. Membership can only be reinstated one time.

Section 5.

A resigning Senior member in good standing may transfer his/her membership to one offspring for a fee of \$100.00.

Article VIII: Misconduct - Penalties

Section 1.

Suspension.

(a) Any member of any classification may, for cause and after having been given an opportunity for a hearing, upon not less than five (5) days written notice (which notice shall specify the charges against him), be suspended for a period of not exceeding three (3) months by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting thereof. Cause for suspension shall, in general, consist of violation of these By-Laws or of the rules and regulations of the Corporation, or of conduct detrimental to the interests of the Corporation.

(b) The Board of Directors may delegate to the Chairman of the Facilities committee, or a responsible employee of the Corporation, the power to suspend pool privileges for the violation of Corporation rules and regulations without hearing provided such suspension does not exceed seven (7) days. A written report of each suspension containing reasons therefore shall be submitted to the President within twenty-four (24) hours. A copy of such report shall be furnished to the suspended member unless such member is a Junior member, in which case a

copy of the report shall be furnished to a Senior member of the family unit. The President or the Chairman of the Facilities Committee may vacate such suspension.

Section 2.

Expulsion of Member. Any member may be expelled and/or any member of his/her family may be denied use of the Corporation facilities for acts and conduct prejudicial to the best interests of the Corporation and members thereof. Expulsion shall be determined at any meeting of the membership, by an affirmative vote for such action by a majority of the membership in attendance at the meeting. The member shall first be given an opportunity to produce his/her witness, if any, and to be heard at the meeting at which such vote is taken.

Section 3.

Any damage done by member, member's family, or member's guest will be paid by member.

Article IX: Dues and Assessments

Section 1.

Dues. Membership dues shall be established at the annual meeting of the Corporation. The Board of Directors shall recommend the amount of dues for the calendar year. A majority vote of the members present will be required to approve the dues.

Section 2.

Payment. Annual dues shall be paid in two (2) equal installments. The first installment shall be due March 1 and the second July 1.

Section 3.

Assessments. Should it be necessary to levy an assessment to meet the requirements of the facility, the Board of Directors shall call a special meeting of the membership and shall submit a full report of the condition of its affairs. It shall be lawful at such meeting to levy and enforce an assessment providing the assessment is adopted by two-thirds (2/3) of the members present at said meeting.

Section 4.

Delinquency. In case a member does not pay dues or other indebtedness within thirty (30) days after due date, he is delinquent and shall be advised of such delinquency by the Treasurer by mail or e-mail as soon as possible. A late charge of ten percent (10%) will be added to the member's bill at this time. If required payment is not made within fifteen (15) days following the assessment of the late charge (forty-five (45) days from due date), the delinquent member's name shall be posted in a conspicuous place in the Corporation's Clubhouse. If

required payment is not made within fifteen (15) days following said posting (sixty (60) days from due date), the delinquent member shall be suspended from the exercise of all membership privileges and notified of this action by Certified Mail. If such default is not cured within a period of thirty (30) days from date of suspension, membership shall be terminated.

Article X

Section 1.

Annual Meeting. The annual meeting of the membership shall be held during the month of February each year at such time and place as the Board of Directors shall designate.

Section 2.

Special Meetings. Special meetings of the members of this Corporation may be called by the President as he shall deem necessary, or upon the written request of twenty-five (25%) of the members of this Corporation, or by direction of the Board of Directors.

Section 3.

Notification. Notice of such regular or special meetings shall be delivered by post, e-mail or called to the address of each member as it appears on the books of the Corporation at least five (5) days prior to such meeting. Notice of special meetings will define the nature of the business to be transacted.

Section 4.

Quorum. Members present shall constitute a *quorum* at any annual or special meeting. Proxies do not count toward quorum figures. Unless otherwise required by the By-Laws of this Corporation, a simple majority of those present and voting shall be sufficient to adopt any motion, resolution, or elect any directors or officers.

Section 5.

Voting. One (1) senior member per active family unit shall be entitled to vote at membership meetings. The voting member of a family unit shall be determined during the roll call at the start of the meeting. Voting may be by secret ballot if the board deems it necessary.

Section 6.

Proxies. Members may vote in person or by proxy. If voting by proxy, the proxy must be in written form and given to the Secretary.

Article XI: Committees

Section 1.

Facilities Committee. The Facilities Committee shall exercise supervision over the pool, tennis courts, buildings, and grounds. It shall attend to the improvement and maintenance of the pool, buildings, tennis courts, operating equipment, and grounds.

Section 2.

Rules and By-Laws Committee. The rules and By-Laws Committee shall prepare rules of health and good conduct for the operation of the pool and recreational facilities. It may recommend changes to the By-Laws for approval by the membership.

Section 3.

Activities Committee. The Activities Committee shall plan, schedule, and supervise all Corporation programs. It shall coordinate any use of corporation facilities by members or outside organizations.

Section 4.

Membership Committee. The Membership Committee shall investigate and report to the Board of Directors upon the desirability of applicants for membership.

Section 5.

Finance Committee. The Finance Committee shall prepare the annual budget for submission to and approval by the Board of Directors, and make recommendation with reference to financial matters of the Corporation.

Section 6.

Nominating Committee. The Nominating Committee shall prepare a slate of candidates from the senior membership for nomination of officers and directors to be elected at the annual meeting. The slate of nominees shall be distributed not later than ten (10) days prior to the annual meeting.

Section 7.

Special Committees. The president may appoint Special Committees as deemed necessary, which shall serve after approval by the Board of Directors.

Article XII: Dissolution

The Corporation may be dissolved only by recommendation of the Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds vote of the members present. Upon dissolution or other termination of the Corporation, all remaining assets of The Corporation, after payment in full of all its debts, obligations, and necessary final expenses, or after making of adequate provision therefore, shall be distributed to a tax-exempt organization as chosen by the Board of Directors of the Corporation at the time of dissolution.

Article XIII: Amendments to the By-Laws

Section 1.

Amendments. Amendments to these By-Laws may be adopted at any meeting of the Corporation, annual or special, by an affirmative vote of two-thirds (2/3) of the members present at such meeting, provided however, that the text of such proposed amendments be mailed or emailed to the members at least ten (10) days prior to the meeting.

Section 2.

Proposals. Proposals for amendments should be referred to the Rules and By-Laws Committee for investigation and recommendation prior to their submission to the membership for approval.