

**FOREST HOLLOW SWIM CLUB, INC.
BYLAWS**

ARTICLE I - ORGANIZATION AND PURPOSE

- Section 1 The name of this ~~organization~~ ~~Corporation~~ shall be the FOREST HOLLOW SWIM CLUB, ~~INCORPORATED~~.
- Section 2 Its principal office and the office of its registered agent shall be as designated from time to time by the Board of Directors.
- Section 3 The purpose of this ~~Club~~ ~~Corporation~~ is to promote the health and general welfare of its member through the construction, ownership and operation on a non-profit basis, of a swimming pool and other recreational facilities.

ARTICLE II - MEMBERSHIP

- Section 1 The membership shall consist of family units which include the ~~Primary Member (or head of a household)~~ and the resident members of the family. Any other person residing with the family as a member of the household may also be included upon approval by the Board of Directors. ~~Each family unit will hold one Corporation Membership Certificate.~~
- Section 2 Application for membership in the ~~Club~~ ~~Corporation~~ shall be accepted and granted by the Board of Directors on the basis of residency within the membership area and ability to meet the financial obligations. Said application shall be accompanied by appropriate fees. Membership shall be granted only if a vacancy exists.
- Section 5 Members: Where the unqualified word "member" appears in these bylaws, it shall be interpreted as a person listed on the official records of this Club as ~~a member of a household which has applied for membership and paid the current~~ ~~payor of dues for the season, owner of a Certificate of Membership,~~ and, consequently, entitled to the use of the facilities of the Club subject to the provisions of these bylaws.
- Section 3 Number of Members: ~~The number of Member households~~ ~~Certificates of Membership outstanding~~ at any one time shall not exceed three hundred (300).
- Section 4 ~~Membership Certificates: There will be the following types of Membership Certificates:~~
- ¶
- ~~(a) Regular membership certificates are available to residents who apply for membership as provided in Section 2 above. These memberships will be sold for an amount to be determined by the Board of Directors.~~
- ¶

~~(b) Summer memberships are available to residents for an amount to be determined by the Board of Directors. They will be available for two summers, after which summer members should become regular members. ¶¶~~

~~Section 45 Membership:- Each active, adult member is eligible to hold office. Each household is entitled to one vote (one household constitutes one 'voting member'). Certificate holder is entitled to vote (one vote per household) and to hold office. Membership is not transferrable.~~

~~Section 56 Transfer of Certificates of Membership: Membership is not transferrable. ¶¶~~

~~¶¶~~

~~(a) To the Purchaser of a members' residence: Transfer of a Certificate of Membership from a member to the purchaser of the member's resident shall be effected by the Club Corporation upon request to the Board of Directors providing that the membership requirements of Section 2 of this Article are met. ¶¶~~

~~¶¶~~

~~(b) To the Club Corporation: In the event a member does not sell his membership to the purchaser of his home as provided in Subsection (a) above, the Club Corporation shall have the option of purchasing the membership for an amount not to exceed the current value as established by the Board of Directors. ¶¶~~

~~¶¶~~

~~(c) To the Waiting List: Except as provided in Subsection (a) above, the transfer of the Certificate of Membership shall be to a waiting list approved by the Board of Directors and maintained by the Club Corporation. ¶¶~~

~~¶¶~~

~~(d) Absence of Waiting List: In the event that no persons exist on the waiting list, a member may transfer his membership to any applicant presented by the member to and approved by the Board of Directors as provided in Section 2 of this Article.~~

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~~Section 7 Temporary Certificate of Membership ¶¶~~

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~~(a) Temporary Assignment of Certificate of Membership: Upon approval of the Board of Directors, a member may temporarily assign his Certificate of Membership to a person renting his residence on a lease basis of a year or more. Such assignment shall be effected by the Club Corporation only upon written request of the member or his authorized representative. ¶¶~~

~~¶¶~~

~~(b) Leased Certificate of Membership: A member may assign his membership to the Club Corporation for the purpose of leasing the privileges of such membership (exclusive of voting rights) to such person or persons as the Board of Directors may approve on an annual basis and at a price to be determined by the Board of Directors. ¶¶~~

~~¶¶~~

~~(c) Continuing Dues Obligation: In the event the Board of Directors is unable, or deems it unadvisable to lease such membership, the member remains liable for payment of~~

~~annual dues and any other obligation of membership as provided for in the bylaws. Proceeds resulting from such leases are the property of the Club Corporation. If the Club Corporation is unable to communicate with the member for the payment of annual dues, his membership may be disposed of as provided for in Article IX of these bylaws.~~

Section 8 Cancellation of Membership

- (a) ~~Cancellation of Share:~~ The Board of Directors, upon approval of its members, may cancel any membership for cause ~~upon payment of its current purchase share value as determined by the Board of Directors.~~
- (b) Refund of Annual Dues :~~—~~The Board of Directors is empowered, but is not obligated, to refund the annual dues of any member.

ARTICLE III - MEETINGS OF MEMBERS

Section 1 Meetings

- a) ~~Meetings:~~ A ~~general member~~ meeting of the members shall be held each year at such time and place as the Board of Directors shall designate. -
- b) A meeting of the members may be called by the President or a majority of the Board of Directors. ¶
¶
- e) ~~In addition, upon the written request of not fewer than fifty (50) households-~~ members, a meeting shall be called by the Secretary within thirty (30) days subject to availability of a meeting place. ~~When a meeting is called upon the request of members, a written motion, or motions, shall accompany such request for communication to the membership.~~

Section 2 Notice of Meetings: ~~At least five (5) days before the date of a meeting of the members, the Secretary shall post a notice at the pool. When a meeting is called, the membership shall be informed in writing of the business to be acted upon.~~

Section 3 Quorum: ~~At any meeting, 10% of households members in good standing shall constitute a quorum, except at the general membership meeting where 2% of members in good standing shall constitute a quorum.~~

Section 4 Voting: ~~See Article II, Section 4. At any meeting each active house member holding a Certificate of Membership who has not been suspended for nonpayment of dues shall be entitled to one vote.~~

Section 5 Rules of Order: The rules contained in Roberts' Rules of Order Revised shall govern the Club Corporation in all cases to which they are applicable and in

which they are not inconsistent with the bylaws or special rules of the order of the ClubCorporation.

ARTICLE IV - ELECTION AND REPLACEMENT OF OFFICERS

Section 1 Elections: The Officers shall be elected from the membership at the meeting of the membership. Officers shall serve three (3) year terms.

Section 2 Failure to Perform Duties: If any officer fails to perform the duties devolving upon him as an Officer, he may be requested by the President to resign. The Officers by a 2/3 -vote may remove him or her from office in the event he fails to submit a written resignation.

Section 3 Removal: Any Officer of the ClubCorporation may be removed from office, with or without cause, by the affirmative vote of a majority of the voting members present in person.

Section 4 Vacancies: When a vacancy occurs on the Board, such vacancy may be filled by a majority vote of the officers present at any meeting of the Board. The newly appointed officer shall complete the term of the vacating officer.

ARTICLE V - MEETING OF OFFICERS

Section 1 Meetings: The President, or in his/her absence, the Vice President, may call a meeting of the Board at any time.

Section 2 Notice of Meetings: Notice of each meeting shall be given to each member of the Board as the Board may from time to time prescribe. The time and place of each meeting shall be fixed by the President.

Section 3 Quorum: Six (6) officers shall constitute a quorum for the conduct of business.

ARTICLE VI - OFFICERS

Section 1 Officers: The Officers of this ClubCorporation shall be a President, a Vice President, a Treasurer, a Secretary, a Membership Chairman, a Neighborhood Representative and a Swim Team Representative.

Section 2 President: The President shall preside at all meetings. He/she shall perform such other duties as customarily pertain to the office of the President.

Section 3 Vice President: The Vice President shall have and exercise all the power, authority, and duties of the President during the absence of the latter or during his/her inability to act.

- Section 4 Treasurer: The Treasurer shall have custody of all funds, securities, valuable papers and other tangible assets of the ClubCorporation. He/she shall provide and maintain full and complete records of all the assets and liabilities of the ClubCorporation. The Treasurer shall prepare financial statements as necessary for the membership. He/she shall prepare such tax reports and information returns as State, Local and Federal laws may require.
- Section 5 Secretary: The secretary shall prepare and maintain minutes of all meetings, including all contractual agreements entered into. He/she shall give proper notice of all meetings to the members.
- Section 6 Membership Chairperson: ~~A membership Chairperson shall be elected from among the members.~~ This officer shall receive application for memberships, determine eligibility for membership, inquire into allegations of misconduct, failure to pay dues, and other conditions prejudicial to other members, and submit recommendations to the President. He/she shall also supervise the maintenance of the list of members. ~~and Sellers list, if any.~~
- Section 7 Swim Team Representative: ~~The Swim Team Representative will manage the Swim Team and will seek the approval of the Board. The Swim Team Representative will be elected from among the Swim team parents through a process approved by the swim team. They will then be members of the pool board. The swim team representative will seek the approval of other officers for all matters affecting the General Membership of the pool.~~
- Section 8 Neighborhood Representative: The Neighborhood Representative shall be elected from among the Forest Hills - Sleepy Hollow Run Neighborhood Civic Association through a process approved by the Civic Association. This officer must live in the above stated community and be a member in good standing of the ClubCorporation. The Neighborhood Representative will inform the Pool Board of any issues discussed by the Civic Association that concern the Pool and report back to the Civic Association any issues that the pool board discusses that impacts the Neighborhood Association.

ARTICLE VII - COMMITTEES

- Section 1 Standing Committees: Standing committees may be appointed by the officers as deemed necessary.
- Section 2 Special Committees: Special committees may be appointed by the officers as deemed necessary.

ARTICLE VIII - PROPERTY AND FINANCE

- Section 1. Obligation of Assets: Any obligation of assets requires the prior approval of 2/3 of the officers.

- Section 2 Personal Property: Personal property of the ClubCorporation may be acquired or disposed of only after a majority vote of the officers has approved such action.
- Section 3 Real Property: Real property of the ClubCorporation may be sold, transferred or encumbered only after a majority vote of the Board of Directors.
- Section 4 Depositories and Investments: The building and loan association funds of the ClubCorporation shall, except when invested in obligations of the United States Government, be deposited only in those banks or trust companies, the deposits of which are insured by an agency of the Federal Government.
- Section 5 Deposits: All funds of the ClubCorporation shall be deposited in such qualified depository or depositories insured by an agency of the Federal Government, as the Board of Directors may, from time to time, designate.
- Section 6 Disbursements: All disbursements of the corporate funds shall be made by checks signed by the Treasurer, provided, however, that the Board of Directors may, by resolution, provide for the establishment of a petty cash fund of not in excess of ~~\$50.00~~ \$ 100.00 for minor expense of the ClubCorporation. ff
- Section 7 Fidelity Bond: The Board of Directors will secure the faithful performance of the Treasurer by means of an adequate fidelity bond.
- Section 8 Signature Authority: In the absence of a Treasurer, the President and/or the Vice President shall be permitted to sign checks on behalf of the ClubCorporation.
- Section 9 Facilities: Any person, group or organization utilizing the pool's facilities shall be liable for any damage or destruction to the pool and/or facilities.
- Section 10 Audit: The accounts of the ClubCorporation may be audited. The report of this audit is to be presented at the next regular meeting of the Board.

ARTICLE IX – DUES AND GUEST FEES

- Section 1 Dues: The annual dues for a member will be determined by the Officers. The total annual dues shall be determined on the basis of an annual operating budget.
- Section 2 Suspension: ~~If~~ the dues of a member are not paid by the date set by the Board, the member shall be temporarily suspended and so notified of this suspension by mail addressed to the address on file with the ClubCorporation.
- ~~Section 3 Forfeiture: Following temporary suspension, a member must pay his dues plus a penalty to be set each year at the discretion of the Board by a date determined by the Board or their membership shall be considered suspended. The Officers~~

~~shall reinstate a suspended member provided such settlement is within one year of the date of their suspension. If a member is not reinstated within one year of the date of their suspension, the Board may, at its discretion, declare the member's Certificate of Membership forfeited and dispose of the Certificate of Membership as it deems to be the best interest of the ClubCorporation.¶¶~~

~~Section 4 Members who move and who are unable to sell their membership, upon letter request to the Board, may be placed on an inactive status at the discretion of the Board and can retain their membership so long as they pay an annual service fee as determined by the Board. Such members will, however, be liable for any special assessments which may be levied on the general membership.¶¶~~

Section 5 Guest Fees: The guest fees shall be established by the Officers.

ARTICLE X – OPERATION OF FACILITIES

Section 1 The normal operation of the ClubCorporation facilities will be from Memorial Day through Labor Day each year.

Section 2 The ClubCorporation's facilities may be opened at other times upon approval of the Board and provided operating funds are available to cover such costs.

Section 3 Hours of operation shall be established by the Board.

ARTICLE XI – GENERAL

Section 1 Restriction of Powers and Duties: All power, authority, duties, and functions of the members, directors, officers and employees of the ClubCorporation shall be exercised in strict conformity with applicable provision of law and regulations of the charter and bylaws of this ClubCorporation.

Section 2 Annual Reports: The Board shall make available to the members an operating report and financial statement yearly.

Section 3 Inventory: The Board of Directors shall cause an inventory of the ClubCorporation property to be taken at the close of each season and filed among the corporate records. The Operations and Maintenance Chairman shall supervise the inventory of ClubCorporation property.

Section 4 ClubCorporation Papers: Copies of the organization's papers of the ClubCorporation, its bylaws and any amendments thereto, and the membership records of the ClubCorporation shall be preserved in a place of safekeeping. Returns of elections and proceedings of all meetings of the directors and members shall be recorded in the minute books. The minutes of all meetings shall be prepared and approved by the Board of Directors.

Section 6 Assessments: The Board of Directors is authorized to levy an assessment against each member in a sum not to exceed that amount approved by an affirmative vote of the majority of the voting members present in person ~~or by absentee ballot~~ at a duly held meeting for this specific purpose.

ARTICLE XII – AMENDMENTS

Section 1 By Officers: Amendments to these bylaws, exception Section 6, Article XI, may be adopted by the affirmative vote of two-thirds of the officers present at a duly held meeting. Members shall be notified of such amendments before the next ~~general membership~~ meeting. Such amendments shall be effective until rejected by a ~~2/3 majority~~ vote of the voting members present ~~in person or by absentee ballot~~ at a duly held meeting.

Section 2 By the Membership: Amendments to these bylaws may also be adopted by the affirmative vote of ~~2/3 a majority~~ of voting members present in person at a duly held meeting, provided that such an amendment was announced to the members prior to a meeting.

Adopted: September, 1969
Amended: March 14, 1974
March 14, 1975
March 13, 1979
March 12, 1980
February 8, 1983
April 12, 1983
August, 1995