

BY-LAWS

LINDMOOR WOODS SWIM AND TENNIS CLUB INCORPORATED
A corporation organized under the laws of the State of Georgia

VERSION HISTORY

Version #	Implemented By	Revision Date	Approved By	Approval Date	Reason
5.4	Laura Neely, President	9/2/19	General Membership at the Annual Labor Day Potluck	9/2/2019	4.2 a, b (board member term start/end date)
5.3	Kevin Porter, President	5/29/17	General Membership at the Annual Memorial Day Cookout	5/29/2017	3.2 b, c (payment terms); 7.1 (late payments); 2.8 (membership transfers)
5.2	Dan Fleming, President	9/5/2016	General Membership at the Annual Labor Day Potluck	9/5/2016	3.9a,b,c (board member dues), 4.8a (clarify officer roles)

Article I

- 1.1 The address of the registered office of the corporation is 3325 Francine Drive, P.O. Box 33295, Decatur, Georgia 30033.
- 1.2 The corporation may have offices at such place or places in DeKalb County, Georgia as the Directors may from time-to-time designate.

Article II

- 2.1 Membership Eligibility
 - a. Membership in the corporation normally shall be limited to residents of single-family residences situated in the surrounding area of Lindmoor Woods, Peachtree Valley, Camden Walk, Valley Brook and Windfield subdivisions. The Board of Directors may alter this area, should they from time-to-time deem it advisable.

- b. Membership in the corporation may also be available to families residing outside the normal membership area if these families are nominated for membership by one current member family.
 - c. Junior memberships are available to single adult children of current members of good standing. Junior members do not pay the initial membership fee and do not have voting rights. They are responsible for all annual dues and assessments and have full facility privileges.
 - d. Alternate memberships are available as outlined in section 3.1 of these By-Laws.
- 2.2 A single household whose members live together as a family unit shall be considered to be one member.
- 2.3 Initial membership shall be limited to one hundred seventy-five (175) members. The Board of Directors shall be empowered to increase the authorized membership to a maximum of two hundred fifty (250) when and if they deem it advisable.
- 2.4 Applications for membership shall be made to the Board of Directors who shall vote on such applications at their first meeting after receiving the application(s) and shall elect to membership those applicants who shall receive a two-thirds (2/3) affirmative vote of the Directors present at a duly constituted board meeting.
- 2.5 a. After election to membership, the Secretary shall notify the family of their election, enroll them on the roll of the corporation; and upon their subscribing to same and paying to the Treasurer the membership fee and annual dues, if required, they shall be entitled to the rights of a member.
- b. Provided all payments and annual dues are paid as specified. Members whose payments are not on a current basis in whole or in part shall not be allowed to participate in the use of pool facilities or vote at any general or special meeting.
- 2.6 All members upon payment of the membership fee in full shall be issued a certificate as evidence of membership and shall be provided with a copy of the current By-Laws and Rules of Operation. In the event of termination of membership the certificate shall be returned to the corporation.
- 2.7 Each member shall have equal property rights and interest in the corporation except where specified otherwise by these By-Laws. Each member shall be entitled to one vote at any regular or special meeting to the general membership and may be represented at such meetings by proxy in writing. In the event the Board of Directors, prior to a meeting, furnishes a formal proxy to the membership, only those proxies returned and which a responsible person of the member household signs, shall be recorded for voting purposes.
- 2.8 Membership in the corporation is not transferable.
- 2.9 Each member family shall be required to donate a minimum of four hours time in volunteer service to the club. The board will provide ample and varied service opportunities. Exceptions to this provision include members in their first year and households in which all adult members are over the age of 65. Households who do not complete and verify the required volunteer hours will be assessed a fee of at least \$150.

Article III

- 3.1
 - a. The initial pool membership fee shall be at least \$500. The Board of Directors may raise the fee by an affirmative majority vote of the board of directions. The Board of Directors, for the purposes of increasing membership, may accept new members at a reduced rate, which shall not be less than three hundred (\$300) dollars.
 - b. The club shall offer a “tennis only” alternative to the standard membership. Alternate memberships shall include a single household whose members live together. Members of the household will have tennis court access only. Tennis-only members do not have full club membership or any rights therein. The following fee structure applies:
 - Initial fee: 60% of established initiation fee (see Article 3.1)
 - Annual fee: 60% of established standard membership dues (see Article 3.2a)
 - Conversion: Membership may be upgraded to standard. 40% of standard initiation fee will apply at time of conversion. 40% of standard membership fee will apply at time of conversion.
- 3.2
 - a. Annual dues shall be established each year by the Board of Directors as a functional part of the budget to be approved by the majority of members present at the regular or special general meetings.
 - b. Invoices for dues and any approved assessments or fees will be mailed to members between the annual February general membership meeting and March 1.
 - c. Annual dues shall be considered due and payable 30 calendar days from the invoice date. A \$75.00 fine shall be assessed for payment made after the due date.
- 3.3 Annual dues for new members shall be prorated based on the months of the pool operation. 100% of the annual dues will be payable from January 1st until June 30th, 75% payable during July, 50% payable during August and 25% payable after September 1st until December 31st.
- 3.4 No part of the annual dues shall be considered refundable for any reason unless the Board of Directors, upon review of the specific and unusual circumstances, shall approve such refund.
- 3.5 The fiscal year for pool operation is January 1 through December 31 each year.
- 3.6
 - a. The Board of Directors shall submit a proposed budget on or before February 15 of each year at a regular or special meeting of the general membership for the purpose of obtaining approval of the budget. The proposed budget shall outline annual dues and other projected revenues required to meet the anticipated expenses that shall also be delineated in the proposed budget.
 - b. In the event a proposed budget cannot be approved by March 1, the previous year's budget will automatically be reinstated as a temporary measure until a new budget can be approved.
- 3.7 Formal opening and closing dates of the pool facilities shall be June 1 and August 31, respectively, unless the Board shall by specific action approve other dates to coincide with

the closing and opening of DeKalb County Schools or shall by specific action approve full or partial operation of the facilities prior to June 1 or after August 31.

- 3.8 Special assessments, other than annual dues, must be approved by affirmative vote of the majority of members present at a regular meeting or a special meeting called for that purpose in accordance with these By-Laws.
- 3.9
 - a. The President and Treasurer shall be exempt from paying dues during the time they serve in their respective positions as elected by the Board of Directors.
 - b. Following each year of satisfactory service as a member of the Board of Directors, Directors shall receive a 25% reduction in the annual dues for the following year.
 - c. The total amount of the board discount shall be presented as a part of the annual budget.
- 3.10
 - a. All record-keeping principles and techniques employed by the Treasurer shall follow generally accepted accounting principles.
 - b. The Treasurer shall insure that all expenditures shall follow the basic plan of operation as established by the budget approved by the membership.
- 3.11 The Board of Directors shall not approve any expenditure(s) -- capital or otherwise -- in excess of fifteen hundred dollars (\$1500.00) which is not contained within the scope of the current approved budget without approval by a majority of members present at a regular or a special meeting called to seek approval of such expenditures.
- 3.12 The Board of Directors shall cause the accounting records of the corporation to be reviewed annually by auditors selected by the Directors and who shall be neither Directors nor Officers of the Corporation. The results of the review shall be reported at the first regular meeting of the new fiscal year and the Treasurer shall make such reports available for inspection by any member at any time reasonable for both parties.

Article IV

- 4.1 The corporation shall be governed by a Board of Directors to be composed of a minimum of seven (7) members and a maximum of fifteen (15) members, the exact number to be set by resolution of the Board of Directors.
- 4.2
 - a. Each year at the September meeting, new Directors shall be elected for a term of two (2) years to replace those whose terms are expiring on September 30. Directors shall be elected by the members at the meeting for a term of two (2) years. Each member shall be entitled to cast one vote for each vacancy and those nominees receiving the highest number of votes shall be deemed elected.
 - b. Newly elected Directors shall take office on October 1.
- 4.3
 - a. In the event of vacancy on the Board the remaining Directors shall, by majority vote, elect a temporary successor to serve the remainder of the term of the departing Director.

- b. In the event a Director does not attend three (3) consecutive meetings, the Board of Directors, by majority vote, may replace the inactive Director by electing a temporary successor to serve the remainder of his or her term.
- 4.4 No Board member shall serve as an officer (President, Vice President, Secretary, or Treasurer) for more than two (2) consecutive terms without an absence from the Board of at least one year.
- 4.5 The Board of Directors shall meet at least monthly during the months of March through September of each year, and at such other times and intervals as they deem necessary.
- 4.6 A simple majority of the Directors shall constitute a quorum.
- 4.7 Any action to be taken or that may be taken at a meeting of the Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors.
- 4.8 Consistent with these By-Laws, the Board of Directors shall:
 - a. Elect a President, a Vice President, a Secretary and a Treasurer. These officers shall serve for a period of two years and may succeed themselves.
 - b. Control and manage the corporate business, and make and amend rules for the regulation of the use of corporation property. It may appoint and remove such officers, clerks, agents, servants or employees as it may deem necessary and may fix their duties and compensation.
 - c. Elect members to the corporation.
 - d. Fix, impose and remit penalties for violation of these By-Laws and rules of the corporation.
 - e. Designate the bank or banks in which the funds of the corporation shall be deposited and determine the manner in which checks, drafts, and other instruments for the payment of funds of the corporation shall be executed. However, the Board of Directors shall require that two (2) officers, one of whom shall be the Treasurer, must sign all checks, drafts or other instruments for the payment of money drawn in the name of the corporation.

Article V

- 5.1 The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, elected by the Board from their membership at the first meeting after election of the Board at an annual meeting of the members. The term of all officers shall be two years, however, they may succeed themselves, subject to the provision of section 4.4 of these By-Laws.
- 5.2 The President's duties shall include, but may not be limited to:
 - a. Preside over all meetings of the membership and of the Board of Directors.

- b. Assume the position of the chief administrative officer and shall perform all duties as customarily pertain to the office of President, or as he may be directed to perform by resolution of the Board of Directors.
- c. Have authority to sign all checks and such other instruments as the Board of Directors may direct.
- d. Have such authority as may be necessary to conduct the normal business affairs of the corporation but may not sell or pledge the corporate assets except as is provided in these By-Laws.

5.3 The Vice President's duties shall include, but may not be limited to:

- a. Have and exercise all of the powers, authority and duties of the President during the absence of the President or in his inability to act.
- b. Perform such other duties as may be assigned to him by the Board of Directors.
- c. Have authority to sign checks and such other instruments as the Board of Directors may authorize.

5.4 The Treasurer's duties shall include, but may not be limited to:

- a. Custody of all funds, securities, fiscal records, and other tangible assets of the corporation.
- b. Collection of the revenues of the corporation and payment of all bills as authorized by the Board of Directors.
- c. Provide and maintain full and complete records of all the assets and liabilities of the corporation.
- d. Prepare and submit quarterly financial statements of the condition of the Corporation to the Directors.
- e. Prepare such tax reports as local, state or federal agencies may require.
- f. Authority to sign checks together with the President or Vice President.

5.5 The Secretary's duties shall include, but may not be limited to:

- a. Maintain minutes of all meetings of the general membership or Board of Directors.
- b. Give notice of all meetings where required.
- c. Custody of all books, records and documents, except those authorized to be retained by the Treasurer.
- d. Maintain current records concerning membership and certificates of membership.

- e. Maintain a record of current By-Laws and distribute revision to all members as they are approved.
- 5.6 Vacancies among the officers shall be filled by action of the Directors.
- 5.7 Assistants to the Secretary and Treasurer may be appointed by, and have such duties as shall be delegated to them by the Directors.

Article VI

- 6.1 Regular general membership meeting shall be held on the September potluck at the pool and within the first fifteen (15) days of February. Such meetings and all special meetings shall be held within a reasonable distance of Lindmoor Woods-Peachtree Valley area.
- 6.2 Special meetings shall be called by the President upon written request of ten percent (10%) of the members, or by affirmative vote of two-thirds (2/3) of the Directors.
- 6.3 At least seven (7) days before the date of any general or special meeting of the members, the Secretary shall cause written notice thereof to be delivered or mailed to each member at the address appearing for such member on the records of the Corporation. The notice shall, in the case of a special meeting, specify the business to be transacted.
- 6.4 Subject to the provision of other sections of these By-Laws, the members present at any regular or special meeting shall constitute a quorum.
- 6.5 Seven days prior to any regular or special meeting, the membership of the Corporation shall be closed and the list of members eligible to vote shall be prepared by the Secretary. A member may vote in person or by proxy, as outlined in 2.7.
- 6.6 Regular and special meetings shall be governed in accordance with the provisions of "Roberts Rules of Order, Revised", then these By-Laws shall prevail. The President shall appoint a Parliamentarian at each regular or special meeting.
- 6.7 Voting by eligible members on all matters may be conducted by mail or electronic media. Members will reserve the right to opt out of electronic voting and may request a paper ballot to be returned via US Mail.

Article VII

- 7.1 Any member seven (7) days in default in payment of annual dues or any authorized special assessment shall automatically be suspended from all privilege of membership. The Board of Directors shall notify such member in writing or by last known e-mail address and by last known phone, of such suspension.
- 7.2 Seven (7) days after being contacted of such notice of suspension, should such member remain in default, the Board of Directors may at its own discretion declare such membership forfeit and shall require such member to deliver his membership certificate to the Secretary. The Directors may set reasonable conditions for reinstatement.

- 7.3 The Directors shall make and publish such reasonable rules as are necessary for the proper conduct of the Corporation and the regulation of the premises. Such rules shall include, but shall not be limited to the following items:
- a. Qualification, number, and frequency of pool guests.
 - b. Conduct of members and guests on Corporation premises.
 - c. Opening and closing days of the pool and any "Special Activity Days" as may be desirable.

The following provisions concerning pool guests shall not be rescinded or amended by the Directors except as provided by Section 8.4.

- d. Non-members may come to the pool as guests of members up to 5 times during the regular swim season in addition to any special day as called by the Board of Directors.
 - e. House guests staying overnight may be admitted as guests of members subject to such rules and regulations as may be set by the Directors.
- 7.4 Should any member violate these By-Laws or the rules of the Corporation, or should his conduct be detrimental to the interest of the Corporation or the safety or well-being of the other members, he may, for cause and after having been given an opportunity for hearing, be suspended for a period and/or fined an amount deemed appropriate by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting therefore, or be expelled from membership by a three-fourths (3/4) affirmative vote of the entire Board of Directors.

Article VIII

- 8.1 The officers and Directors may be reimbursed for reasonable out-of-pocket expenses directly related to pool operation.
- 8.2 The officers, Directors and employees shall be indemnified by the Corporation against expenses actually and necessarily incurred by them in connection with the defense of any action, proceeding or suit in which he is made a party by reason of his being, or having been, a Director or officer of the Corporation, except in such action as the Corporation shall be plaintiff, or except where such person shall be adjudged by a Court of Law or Equity to have been guilty of bad faith or willful misconduct in the discharge of his corporate duties.
- 8.3 Upon the dissolution of the Corporation, and in no other event, the assets of the Corporation shall be applied and distributed as follows:
- a. All liabilities and obligations of the Corporation shall be paid or adequate provision made therefore.
 - b. Assets held by the Corporation upon condition requiring return which condition occurs by reason of dissolution, shall be returned or conveyed in accordance with such requirements.

- c. Certificates of membership shall be redeemed at the then value of the certificate as determined by these By-Laws, less any debts, fines, dues or other obligations owed to the Corporation by such member at the time of dissolution.
 - d. Any surplus remaining shall be distributed pro rata amongst the members enrolled as of the date of dissolution.
- 8.4 These By-Laws may be amended by a two-thirds (2/3) affirmative vote of the members present at a duly held regular or special meeting, provided, however, that the text of such proposed amendments shall be mailed or delivered to all of the membership at least seven (7) days prior to the meeting. No amendment shall alter the provisions of section 3.6 of these By-Laws, however, unless such amendment shall be approved by an affirmative vote of majority of the membership.