

CONSTITUTION AND BY-LAWS FOR THE WEATHERSTONE SWIM RACQUET CLUB, INC.

ARTICLE I: NAME

The name of the organization shall be the Weatherstone Swim and Racquet Club, Inc. hereinafter referred to as the Club.

ARTICLE II: PURPOSE

The purpose of the organization shall be: To promote the privileges and interests of membership in The Weatherstone Swim & Racquet Club, Inc., maintain the facilities and property of the Club, provide and encourage its members to participate in some form of athletic and/or recreational activity, provide a safe environment for all activities of the Club and promote safety in sponsored events. It is expressly provided that it is not the purpose or object of this corporation to realize a profit on its operations. Execution of this responsibility shall be accomplished through a board of directors elected by the Club as herein provided.

ARTICLE III: MEMBERSHIP, DUES AND FEES

- Section 1. Eligibility for Membership. Any homeowner (or spouse) residing in the Weatherstone development or lessee of a residence in the Weatherstone development or individual living in another development in this area who agree to abide by the rules, regulations, and operating procedures prescribed in these By-laws is eligible for membership in the Club. Weatherstone Swim & Racquet Club will be limited to 225 active families. However, such limit shall not apply to Weatherstone residents. Inactive members can go active any time regardless of the number of active members.
- Section 2. Application for Membership. Application for membership shall be made to the Board of Directors on a form provided by said body. Payment of the appropriate fees and/or dues shall accompany the application.
- Section 3. Initiation Fees. An initiation fee of \$1,000 is effective 4-2-88. The fee in effect at the time of joining will be required for membership. The initiation fee is transferable or salable. The initiation fee for outside members will be the same as Weatherstone residents

Section 4. Dues for New Members. New members will submit dues with their application in accordance with the following schedule:

<u>Month of Application</u>	<u>Due Payable as a Percent of Annual Dues</u>
May	100%
June	100%
July	80%
August	60%
September	30%
October	25%
November	20%
December	15%
January	10%
February	10%
March	5%
April	5%

Section 5. Membership Year. The membership year shall begin on May 1 and end on April 30th of the following year.

Section 6. Annual Membership dues. Annual membership dues will be due May 1 of each year. Annually the Board of Directors will review the financial status of the Club, will recommend to the membership at the March meeting any change in the amount to be charged for annual membership dues for the next membership year. There will be two types of memberships, active and inactive. Active memberships will allow full use of all Club facilities. Inactive memberships have been created for those who wish to support the Club, and see the added value to their property of being a member, but do not use the facilities. Inactive members will pay a maximum of 25% of active dues annually.

Section 7. Rights of membership. An active member and any permanent residents of the member's residence shall have all of the rights and privileges extended by the Club. An inactive member will not have any use of the Club facilities but will have all other rights. If an inactive member wishes to become active, he/she will be placed at the head of the waiting list and will pay the difference between active and inactive membership fees. The Board of Directors shall render the final decision if a question of membership arises.

Section 8. Voting Rights. Each active and/or inactive member (or spouse) representing one residence, shall be entitled to one vote on each matter submitted to a vote of the membership.

- Section 9. Suspension of Membership. A member who fails to pay his/her dues by May 1 of a membership year (see Section 6) will be suspended until dues are paid in full. If no payment or letter of hardship has been received within 4 months of suspension, and with the member having been notified of pending suspension by certified letter, the member will forfeit all rights, privileges and membership ownership. The Board will handle any letters of hardship received on a case-by-case basis. Also, the Club, acting by and through its officers at the direction of its Board of Directors, shall have the right to suspend any member, and/or any individual of a residence holding membership, for such period as it considers appropriate for acts of conduct prejudicial to the best interest of the Club. Any member and/or any individual of a residence holding membership who is suspended shall not have access to, use of, or the enjoyment, rights and privileges of the Club or its facilities.
- Section 10. Expulsion from membership. Any members and/or individual of a residence holding membership may be expelled from membership in the Club only by affirmative approval of two-thirds ($\frac{2}{3}$) of the members at any regular or special meeting, providing that such members or individual shall be first notified in writing of the proposed action and shall be first given an opportunity to be heard at such meeting. Reinstatement of an expelled member or individual shall be made at any regular or special meeting upon affirmative vote or two-thirds ($\frac{2}{3}$) of the members present and eligible to vote.
- Section 11. Termination of Membership. Failure of a member to pay membership dues in accordance with Article III, Section 9 will result in forfeiture of total membership.
- Section 12. In the event that the WSRC facilities and or a facility, are damaged or rendered in operational due to “Acts of God” (Flood, Tornado, Earthquake, Sinkhole, Lighting, Forest Fire, Drought), the ability for any active member to go inactive will be suspended for a membership year. The Board will consider a hardship case, but must be presented in writing, for the WSRC Board to consider.

ARTICLE IV: MEETINGS

- Section 1. Annual Meeting. An annual meeting of the members shall be held in October each year. The annual meeting shall be for the purpose of electing officers and members of the Board of Directors, and for the transaction of such other business as may come before the meeting.
- Section 2. Regular Meeting. At least two regular meetings, one of which shall be the annual meeting in October and a second in March, shall be held each fiscal year at the call of the President.

- Section 3. Special Meetings. Special meetings of the Club may be called by the President or called by the President at the request of the Board of Directors, or of at least twenty of the Club members having voting rights.
- Section 4. Place of Meetings. Responsibility for selecting the meeting place for Club meetings shall reside with the President.
- Section 5. Notice of Meetings. The date, time, and place of the meeting will be announced in the Club publication at least two weeks prior to the meeting. The club publication will be www.mywsrc.com. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the announcement. Attendance at any duly called meeting shall constitute a waiver of the notice of entitlement.
- Section 6. Quorum. Any number of members present shall be able to transact business at any duly called meeting of the club.
- Section 7. Voting and Proxies. A majority vote by the members present and voting at any duly called meeting at which a quorum is present shall be required for approval of actions unless otherwise stated in these By-laws. Proxy votes shall not be allowed. However, the spouse of a member in good standing may attend a meeting and vote in the member's absence.

ARTICLE V: OFFICERS

- Section 1. Number, Tenure and Qualifications. The officers of the Club shall be a President, Vice President, Secretary and Treasurer to be elected annually by the Club membership. Each officer shall serve a one-year term. All officers shall be members in good standing.
- Section 2. Vacancies. A vacancy occurring during the year in office shall be filled by appointment by the President on an interim basis and confirmed by the members at the next meeting of the Club. If the office of President becomes vacant, the Vice President shall serve as both President and Vice President and perform the duties of these officers until the next meeting of the membership, at which time an election will be held to fill the office of President.
- Section 3. President. The President shall be principal executive officer of the Club and shall, in general, supervise the business and affairs of the Club. The President shall be a member of the Board of Directors and shall perform all other duties incident to the office of President. The President shall be the official authorized to sign for the Club subject to the approval by the Board of Directors.
- Section 4. Vice President. The Vice President shall perform the duties of the President in

his/her absence and shall perform such other duties as may be assigned by the President or the Board of Directors. The Vice President shall serve as a member of the Board of Directors.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Club and the Board of Directors in the book(s) provided for the purpose. The Secretary shall serve as liaison officer to the editors of the Club publication and see that all notices are published or otherwise given in accordance with the provisions of these by-laws. The Secretary shall serve as a member of the Board of Directors.

Section 6. Treasurer. The Treasurer shall receive all monies of the Club and keep records of receipts and expenditures and shall disperse Club funds only by direction of the Club in a general meeting or by the President, when the Club is not meeting. The Treasurer will prepare and submit at each regular meeting of the Club a financial statement of the condition of the Club as of the last day of the preceding month. The Treasurer shall serve as a member of the Board of Directors and shall perform all duties incident to the office of Treasurer, as well as such other duties as may be assigned to him/her by the President or by the Board of Directors.

Section 7. Removal of Officers. Any officers may be removed, with or without cause, by a majority vote at a meeting of the Club membership.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. General Power. The affairs of the Club shall be managed by a board of Directors, which shall serve as the governing body of the Club.

Section 2. Membership. The Board of Directors shall consist of eight to ten Club members (or spouses) in good standing, plus President, Vice President, Secretary, and Treasurer. Positions on the Board shall be filled by election at the October semi-annual meeting. Board members shall be elected to three-year terms, staggered so that a minimum of two, in addition to the Club officers, is elected each year. Vacancies occurring during an elected term may be filled by appointment by the President, to serve until the next October semi-annual meeting, at which time the position will be filled by election.

Section 3. Officers. The President of the Club shall serve as Chairperson of the Board of Directors. The President shall preside at all Board meetings and shall be responsible for the assignment of committees. The Secretary of the Club shall serve as Secretary of the Board and shall keep the minutes of all Board meetings. The maximum number of nonresidents that may serve on the Board at any time will be three.

- Section 4. Responsibility. The Board of Directors shall be responsible for staffing the committees and through these committees, for carrying out the overall purpose of the Club. The Board is authorized to act for the Club between meetings of the club.
- Section 5. Meetings. The Board of Directors shall hold at least two meetings between regular meetings of the Club, at the call of the Board Chairperson. Special meetings may be called by the Chairperson or called by him/her at the request of at least five Board members. A majority of the members of the Board of Directors shall constitute a quorum for a Board meeting. A majority of members present and voting at a Board meeting at which a quorum is present shall be required for approval of any action by the Board of Directors. Each Board member shall be entitled to one vote at any meeting at which he/she is present. Proxy votes shall not be allowed.
- Section 6. Removal of Directors. Any director may be removed, with or without cause, by a majority vote at a meeting of the Club membership.

ARTICLE VII: COMMITTEES

- Section 1 Nominating Committee. The Nominating Committee shall be formed for the purpose of selecting a list of suggested candidates for officers of the Club and to fill the vacancies that will exist on the Board of Directors at the time of the annual meeting. The candidates selected by the Nominating Committee shall come from the members in good standing and the list shall automatically be placed in nomination at the annual meeting. However, the right of any member to make nominations from the floor for any position will be retained. The Nominating Committee shall be composed of five members of the Club who are in good standing. The Board of Directors will select three board members to serve on the committee along with two individuals from the membership at large who are not members of the board.
- Section 2. Other Committees. Other committees shall be prescribed by the Board of Directors as deemed necessary.
- Section 3. Rules and Regulations. Rules and regulations established by committees shall be reviewed by the Board of Directors. The Board of Directors reserves the right to invalidate any rule or regulation established by a committee and return it for further consideration.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS, FUNDS, COMPENSATION

- Section 1. Contracts. The Board of Directors may authorize the President to enter into a contract or execute and deliver any instrument in the name of or on behalf of the

Club. The Board of Directors shall have no power to obligate the Club to any contract of indebtedness, guaranty or surety in excess of \$2500 without the approval of the membership.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by the President and the Treasurer, except that checks for budgeted expenses may be signed by a member authorized by the President and the Treasurer.

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

Section 4. Gifts. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Club.

Section 5. Funds Available. The Club shall be financed largely from annual dues paid by the members of the Club. Any additional financial support required in connection with the organization carrying out its responsibilities will be brought to the attention of the membership through a called meeting and dispensation made at the time. Operational budgets will be established for each committee and/or major operating function of the Club. Such budgets, as recommended by the Board of Directors, shall be components of the annual budget of the Club and shall be approved by the Club in its adoption of the annual budget.

Section 6. Compensation. No officer or member of the Board of Directors shall receive compensation for any service he/she may render to the Club. However, any officer or member of the Board of Directors may be reimbursed for the actual expenses incurred in the performance of his/her duties with the approval of the Board of Directors or the membership.

ARTICLE IX: BOOKS AND RECORDS

Section 1. Books and Records. The Club shall keep correct books and records of account and shall also keep minutes of the proceedings of general meetings and of the Board of Directors meetings. All books and records of the Club may be inspected by any member at a reasonable time for any purpose upon written request to the Board of Directors.

Section 2. Audit. Annually at the completion of the fiscal year, the Board of Directors shall see that all books and records of the Club are audited by a qualified person or qualified persons, who are not present or immediately past officers or members of the Board of Directors, to insure the sound financial operation of the Club.

ARTICLE X: FISCAL YEAR

The fiscal year of the Club shall begin on the first day of March and end on the last day of February of each year.

ARTICLE XI: ESCROW ACCOUNT

Section 1. Purpose. An escrow account shall be maintained by the Club to anticipate large financial burdens of the Club, and to be prepared to fund such burdens from this fund. This fund may only be used to pay for maintenance of such items as are listed in Section 2. of this article. Current replacement cost, life expectancy and inflation rate shall be used to determine the annual amount to be included per item in the annual escrow budget line item.

Section 2. Items included. The following items are included in the escrow account and must be included in the escrow budget each year.

<u>ITEM</u>	<u>LIFE EXPECTANCY YEARS</u>	<u>ITEM</u>	<u>LIFE EXPECTANCY YEARS</u>
<u>SWIMMING POOL</u>		<u>TENNIS</u>	
Pool relined	5	4 court resurfacing	5
2 water pumps	10	6 wind screens	4
2 diving boards	5	1 building	15
6 skimmers	8	<u>GROUND</u>	
Wooden deck	10	Parking lot resurfaced	15
Building	15	Parking lot coating	3
Pool cover	8	Bridge	10
		Fencing	10
		Sidewalks	20
		Playground	20

ARTICLE XII: AMENDMENTS

Section 1. When. Amendments to these by-laws may be accomplished only by a majority vote of the members present and voting, at any regular meeting, or any special meeting where such action have been announced in the notice of the meeting.

Section 2. Procedure. Any member who wishes to make an amendment to the by-laws may submit the proposed amendment in writing to the Secretary. It shall be the duty of the Secretary to see that the proposed amendment is submitted for consideration at the next meeting of members, either annual or special, and shall post a copy of the proposed amendment in the Club publication at least two (2) weeks prior to any such meeting.

ARTICLE XIII: GENERAL

- Section 1. Waiver. Any notice required to be given by these By-laws may be waived by the persons entitled thereto.
- Section 2. Parliamentary Procedure. The last revision of Roberts Rules of Order shall cover the parliamentary procedure at all meetings of the members, of the Board of Directors, and of the committees authorized under these By-laws.
- Section 3. Effective Date of By-laws. These By-laws shall become effective immediately upon adoption by the Club. Amendments or changes to the By-laws shall become effective on the date that such amendments or changes to the By-laws are approved by the Club.
- Section 4. Interpretation. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles of Incorporation shall control.

1/14/96 – The following is not part of By-laws Document per se. The most recent update of the By-laws before this update was done in April 1991. This part of the document was put here to show that each general meeting of the membership was considered in the update and to show the way revised sections read before the date shown below. The portion 10/91 through 10/95 was prepared by Bob Stark.

10/91 – No changes were proposed or adopted at the general membership meeting.

4/92 - No changes were proposed or adopted at the general membership meeting.

10/92 – No changes were proposed or adopted at the general membership meeting.

4/93 - No changes were proposed or adopted at the general membership meeting.

10/93 - No changes were proposed or adopted at the general membership meeting.

4/94

Prior to 4/26/94 – Article III, Section 1.

The maximum membership allowed to be 170 and the number of outside members must be adjusted to accommodate Weatherstone residents within that maximum number.

10/94 - No changes were proposed or adopted at the general membership meeting.

4/95

Prior to 4/24/95 – Article VI, Section 2.

Section 2. Membership. The Board of Directors shall consist of ten Club members (or spouses) in good standing, plus President, Vice President, Secretary, and Treasurer. Positions on the Board shall be filled by election at the October semi-annual meeting. Board members shall be elected to three-year terms, staggered so that a minimum of three, in addition to the Club officers, are elected each year. No member, or spouse of a member, can serve more than a maximum three-years in succession. Vacancies occurring during an elected term shall be filled by appointment by the President, to serve until the next semi-annual meeting, at which time the position will be filled by election for the remainder of the term.

Prior to 4/24/95 – Article VII, Section I

The Nominating Committee shall be composed of five members of the Club who are in good standing. The Board of Directors will select three members to serve on the committee, and the remaining two members will be elected by the Club membership at the regular meeting preceding the annual meeting from nominations from the floor.

10/95 – No changes were proposed or adopted at the general membership meeting.

4/96 – Article XI – Section 2

Include the following changes to escrow list:

Pool cover – 8 years life expectancy

Playground – 20 years life expectancy

10/96 - No changes were proposed or adopted at the general membership meeting.

4/97 - No changes were proposed or adopted at the general membership meeting.

11/97 – Article VIII – Section 1

The Board of Directors may authorize the President to enter into a contract or execute and deliver any instrument in the name or on behalf of the Club. The Board of Director shall have no power to obligate the club to any contract of indebtedness, guaranty or surety in excess of \$2500 without the approval of the membership.

4/98 - No changes were proposed or adopted at the general membership meeting.

10/98 - No changes were proposed or adopted at the general membership meeting.

4/99 - No changes were proposed or adopted at the general membership meeting.

10/99 - No changes were proposed or adopted at the general membership meeting.

05/00 – No changes were proposed or adopted at the general membership meeting.

05/01 - Article III - Section 1

The maximum membership allowed is to be 150 active members. Inactive members can go active at any time regardless of the number of active members. No inactive member will be denied active status even if membership exceeds 150 active members.

10/01- No changes were proposed or adopted at the general membership meeting.

04/02 – No changes were proposed or adopted at the general membership meeting.

10/02 – Discussion regarding change of maximum allowed active members. Notice will be posted in Weatherstone Whispers and voted on at next general membership meeting.

04/03 – Article III – Section 1

Weatherstone Swim & Racquet Club will be limited to 225 families. However, such limit shall not apply to Weatherstone Residents. Inactive members can go active at any time regardless of number of active members.

10/03 – No changes were proposed or adopted at the general membership meeting.

04/04 – No changes were proposed or adopted at the general membership meeting.

11/04 – No changes were proposed or adopted at the general membership meeting.

04/05 – No changes were proposed or adopted at the general membership meeting.

11/05 - No changes were proposed or adopted at the general membership meeting.

Changes enacted April 24, 2006:

Article IV – Section 2

At least two regular meetings, one of which shall be the annual meeting in October and a second in March, shall be held each fiscal year at the call of the President.

Article III – Section 6

Annual membership dues will be due by June 1 of each year. Annually the Board of Directors will review the financial status of the Club, will recommend to the membership at the March meeting any change in the amount to be charged for annual membership dues for the next membership year.

Article III – Section 9

A member who fails to pay his/her dues by June 1 of a membership year (see Section 6) will be suspended until dues are paid in full.

Changes enacted October 17, 2006:

Article III - Section 1

Weatherstone Swim & Racquet Club will be limited to 225 active families. However, such limit shall not apply to Weatherstone residents. Inactive members can go active any time regardless of the number of active members.

Article III – Section 3

Removal of the last two sentences which say: A discount of \$25.00 will be given to all members who pay their initiation fee in one payment. The Club will buy back a member's membership, at the then current fair market value, as long as there is someone on the waiting list for membership.

Article III – Section 5

The membership year shall begin on May 1 and end on April 30th of the following year.

Article III – Section 6

Annual membership dues will be due May 1 of each year. Annually the Board of Directors... (Continuing as before the changes enacted on 10/17/06)

Article III – Section 9

A member who fails to pay his/her dues by May 1 of a membership year (see Section 6) will be suspended until dues are paid in full. If no payment or letter of hardship has been received within 4 months of suspension, and with the member having been notified of pending suspension by certified letter, the member will forfeit all rights, privileges and membership ownership. The Board will handle any letters of hardship received on a case-by-case basis. Also, the Club, acting by and through its officers at the direction of its Board of Directors...(Continuing as before the changes enacted on 10/17/06)

Article III – Section 11

Failure of a member to pay membership dues in accordance with Article III, Section 9 will result in forfeiture of total membership.

Article IV – Section 5

The date, time, and place of the meeting will be announced in the Club publication at least two weeks prior to the meeting. The Club publication will be www.mywsrc.com. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the announcement. Attendance at any duly called meeting shall constitute a waiver of the notice of entitlement.

04/07 - No changes were proposed or adopted at the general membership meeting.

10/07 - No changes were proposed or adopted at the general membership meeting.

04/08 -

Article III – Section 12

In the event that the WSRC facilities and or a facility, are damaged or rendered in operational due to “Acts of God” (Flood, Tornado, Earthquake, Sinkhole, Lighting, Forest Fire, Drought), the ability for any active member to go inactive will be suspended for a membership year. The Board will consider a hardship case, but must be presented in writing, for the WSRC Board to consider.