

CONSTITUTION

Amended June 2016

ARTICLE I

The name of this club shall be the
UPPER ARLINGTON SWIM AND RACQUET CLUB

ARTICLE II

PURPOSE

The Swim and Racquet Club (the Club) is formed for the purpose of providing recreation and special activities for its members, particularly through the promotion of swimming, tennis and platform tennis.

ARTICLE III

MEMBERSHIP

Section 1: The Club shall be composed of seven classes of members, with the maximum number of members in each class listed as follows:

1. FAMILY MEMBERS, (425)
2. COUPLES MEMBERS, (75)
3. SENIOR MEMBERS, (75)
4. INDIVIDUAL, (100)
5. NON-RESIDENT MEMBERS, (40)
6. HONORARY MEMBERS, (10)
7. SPECIAL MEMBERS, (15)
8. JUNIOR MEMBERS, (Unlimited)

The foregoing categories of membership are defined as follows:

1. FAMILY MEMBERSHIP: Membership for one adult (the Member), 18 years or older, who may choose to include, with full membership privileges, a spouse or unmarried adult living in the same household (the Associate) and dependent children younger than 24 years old. Family memberships have two (2) votes available provided that the person voting is 18 years or older. The Member, Associate and dependent children must be identified as such on the application for membership.
2. COUPLES MEMBERSHIP: Membership for one adult (the Member), 18 years or older, who may choose to include, with full membership privileges, a spouse or unmarried adult living in the same household (the Associate). Children may use the Club as guests according to guest policies. The Member and the Associate must be identified as such on the application for membership. The Member has one vote.
3. SENIOR MEMBERS: Membership for one adult (the Member), 55 years or older, who may choose to include, with full membership privileges, a spouse or unmarried adult living in the same household (the Associate). Children may use the Club as guests according to guest policies. The Member and the Associate must be identified as such on the application for membership. The Member has one vote.
4. INDIVIDUAL MEMBERS: 18 years old or older and has 1 vote. Spouse and children may use the Club as guests according to guest policies.
5. NON-RESIDENT MEMBERS: Those members not residing or having a place of business within one hundred miles of the Club for a continuous period of at least one year. The purpose of this class of membership is to perpetuate a membership in the Club during the temporary absence of a member so as to relieve him from the necessity of paying a second building fund contribution upon his return to the Columbus area. As and when such change occurs by departure or return, the Secretary shall be immediately notified and the status of the member adjusted on the Club's records accordingly, subject to the approval of the Board of Trustees. Non-Resident Members shall have all the privileges of the Club subject to the payment of guest fees.
6. HONORARY MEMBERS: Members admitted by the Board of Trustees with full club privileges, without payment of dues or building fund contribution, except that they shall not have voting privileges.
7. SPECIAL MEMBERS: Members admitted by the Board of Trustees and having full or partial use of the club's facilities for a specified period of time determined by the Board, but without voting privileges. In the case of special members, the Board may waive in whole or part their dues and building fund contribution.
8. JUNIOR MEMBERS: Unmarried children of members who reside in the home of the member and who have attained the age of 24 years prior to June 1 of the year in question. (Any such unmarried child, who is engaged in a full-time educational program, may request a special exemption from the Board of Trustees and be granted the continued use of the Club's facilities under the family membership.) The junior members shall pay the current building fund contribution of an Individual member during the next three consecutive years. Fifteen percent shall be paid the first year, 35 percent the second year, and 50 percent the third year. During these three years, there shall be no extra dues payments by the Junior member or his parents. At the conclusion of the three years, the junior member will be transferred to an Individual membership, payment of the building fund contribution having been completed in three payments. At the beginning of the next season, he/she will begin payment of regular Individual membership dues.

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Junior members will have full use of the club's facilities, but will not have voting privileges. If a junior member marries during the three-year period of his Junior membership, the amount paid on his building fund contribution may be applied toward the family building fund contribution at the rate at the time of his/her marriage.

Section 2. Club privileges for any class of member may be restricted, suspended, or terminated for violation of the club rules at the discretion of the Board of Trustees.

Section 3. Effective November 4, 2007, all memberships are to be in the name of one adult, as described in Section 1 above. Existing memberships remain unaffected; however, all members, when requesting a change of status to a different membership category, will be required to conform to the membership definition described in Article III, Section 1 and put the membership in the name of one adult.

Section 4. In the event that a particular class or classes of membership (i.e. Couple; Single, etc.) are not at their maximum allocation, the Board may, on an annual basis, reallocate from those categories with vacancy up to 5 aggregate memberships to other membership categories to ensure sustainability of the Club.

Section 5. In the event that a member requests a change in membership category, payment of the differential between membership category initiation fees currently in effect will be required. Should the category that the member is requesting change to have a waiting list, their name will be added to the end of the wait list as of the date of notice of request for change in membership category. There are no initiation fee refunds or partial refunds.

Section 6. In the event there is a change in membership status (i.e. additional child, change in marital status) the club is to be notified in writing of the change, and membership records updated to show proper membership names.

ARTICLE IV
GOVERNMENT

The management and control of all affairs, finances, and property of the Club shall be vested in the Board of Trustees. The Board shall promulgate and enforce rules governing the use of the Club by its members, their children and guests; fill vacancies in its own membership and offices of the Club. The immediate retiring President of the Club shall, by virtue of his/her ex-Presidency, remain an ex-officio member of the Board of Trustees for a period of one year from the date of his retirement as President, provided, however, that no President who shall have been removed from office shall be eligible for membership on the Board of Trustees.

ARTICLE V
THE BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of ten members. Three Trustees shall be elected annually by written ballot to serve for terms of three years each, and until their successors are elected and qualified. Every third year four trustees shall be so elected. When a vacancy occurs in the term of a trustee, the Board shall fill the vacancy for the unexpired term. The Trustees elected at the annual meeting shall take office at the second regularly scheduled meeting of the Board following the annual meeting.

Section 2. The Board of Trustees shall meet regularly for the transaction of business once each month at a time and place designated by the President. Special meetings of the Board may be called at any time by the President of the club at his/her discretion, and such a meeting shall be called by him/her at any time at the written request of any three members of the Board. Six of the ten duly elected members of the Board of Trustees shall constitute a quorum at any regular or special meeting of the Board.

Section 3. The officers of the club, the retiring President, as provided in Article IV, and the Chairman of each standing committee, unless they be duly elected members of the Board of Trustees, shall be, for the period during which they act, ex-officio members of the Board of Trustees.

Section 4. Any member of the Board of Trustees or officers of the Club may be removed there from for cause by a two-thirds vote of the entire Board at a meeting called for that purpose.

Section 5. Any member of the Board of Trustees or officer of the Club who shall be absent from three consecutive meetings of the Board, shall be deemed to have resigned thereupon and shall forfeit his office.

ARTICLE VI
OFFICERS

Section 1. The officers of the Club shall be President, Vice President, Secretary, and Treasurer, who shall be elected annually by a majority written ballot, or other voting form deemed appropriate by the Board, of all the duly elected members of the Board of Trustees at a Board meeting in the last quarter of the Club's reporting fiscal year of October 31. Candidates for office must have a year or more term remaining on their Board of Trustees tenure.

Section 2. Officers shall serve for one year and until their successors are elected and qualified. The offices of President and Vice President shall be filled from among the Trustees. The offices of Secretary and Treasurer may

be filled by the same person. The newly elected officers shall take office at the second regularly scheduled meeting of the Board next following their election and the annual meeting of members.

ARTICLE VII
MEETINGS OF THE CLUB MEMBERSHIP

Section 1. The annual meeting of the members of the Swim and Racquet Club shall be held in the clubhouse during the last quarter of the Club's reporting fiscal year of October 31 at a date and time fixed by the Board of Trustees.

Section 2. Special meetings of the membership may be held at any time upon call of the President and shall be called whenever the President is so requested in writing by twenty-five members in good standing. At any special meeting, no business other than that specified in the call and notice of the meeting shall be considered.

Section 3. Written notice of the time and place of holding each annual or special meeting of the membership shall be sent to each member not less than twelve days prior to the date of such meeting.

ARTICLE VIII
AMENDMENT

This constitution may be amended at any annual meeting of the members, or at a special meeting of the members called and held for the purpose, or by electronic notice. Approval of constitutional amendments will occur pursuant to voting requirements described in Article IX. Notice, including a copy of the proposed amendment or amendments, shall have been given in writing by mail, electronic transmission (e.g. email) and/or other communication notice as deemed appropriate by the Board of Trustees. Proposed amendments will be posted on the Club's website. Notice of any proposed amendments will be provided to all members not less than twelve days (12) prior to the annual meeting, special meeting or electronic voting period at which the amendment is to be considered.

ARTICLE IX
VOTING

Section 1. For matters subject to membership wide vote, eligible voting units shall be determined for each membership category as described in Article III, Section 1. Eligibility is also contingent on those associated with their membership being in good standing with the Club, including being current with payment on all amounts owed to the Club are eligible to vote. The membership year for purposes of voting is considered a seasonal year commencing May 1 and ending April 30. Membership voting units are eligible during the seasonal year provided that full annual membership payment is received no later than the April 30th immediately preceding the new seasonal year.

Section 2. Voting may occur at the Club's annual meeting, at special meetings called by the President of the Board of Trustees, or by internet based electronic voting software. Eligible member voters may vote by either being present at the annual or special meeting if notice was provided such that those were the venues for voting, by written proxy received by the Business Office via mail, email or other electronic format prior to date and time of vote at such meetings, and/or by internet based electronic voting software made available during a voting period for which advanced notice of the voting period will be provided no less than twelve (12) days prior to the vote.

Section 3. Constitutional Amendments: For the vote results to be considered valid, participation by the membership of at least 5% of all eligible voting members as described in Article III, Section 1, of the Constitution is required. An affirmative vote of greater than two-thirds (or 67%) of the votes received during the established voting period shall constitute membership approval of the proposed Constitution amendments.

Section 4. Major Capital Expenditures: Major capital expenditures are defined as any project, or capital asset addition or replacement with a proposed total cost greater than \$30,000 and require the approval via a membership wide vote offering. For the vote results to be considered valid, participation by the membership of at least 25% of all eligible voting members as described in Article III, Section 1, is required. An affirmative vote of greater than 50% of the votes received during the established voting period shall constitute membership approval of the proposed Major Capital Expenditure.

Section 5. Removal of All of the Board of Directors, Closure and Sale of the Facility, Dissolution of the Entity: Shall require participation by the membership of at least 75% of all eligible voting members as described in Article III, Section 1. An affirmative vote of greater than two-thirds of the votes received during the established voting period shall constitute membership approval.

Section 6. Other General Matters: For any other general matters that are brought forth by the Board of Trustees for membership wide vote offering, for the vote results to be considered valid, participation by the membership of at least 5% of all eligible voting members as described in Article III, Section 1, of the Constitution is required. Any general matter subject to vote must receive an affirmative vote greater than 50% of the members votes received during the voting period established.

BY-LAWS

Amended June 2016

ARTICLE I MEMBERSHIP

Section 1. Application: Candidates for admission to membership in the Swim and Racquet Club (the Club) shall provide a completed application for membership together with the application fee to the Membership Committee.

Section 2. Eligibility Assessment: The Membership Committee shall promptly investigate the eligibility of each candidate and make careful examination of his qualifications.

Section 3. Membership Committee Recommendation: The Membership Committee shall vote upon the acceptability of each candidate separately, and shall forthwith report its action on each applicant to the Board of Trustees.

Section 4. Board Approval: After the report of the Membership Committee, each candidate shall be elected or excluded by vote of the Board of Trustees. A favorable majority (greater than 50%) vote of the Board shall be sufficient to elect a candidate to Club membership.

Section 5. Resignations: Resignations from membership shall be in writing and addressed to the Board of Trustees. No member shall be considered as having resigned until he has paid all indebtedness to the Club and given notice of his resignation as aforesaid.

Section 6. Residence: When a member removes both his residence and principal business to a distance of one hundred miles from the club, he may, upon application, be transferred to a Non-Resident membership in accordance with Article III of the Constitution.

ARTICLE II DUES, FEES, AND SPECIAL ASSESSMENTS

Section 1.

- A. Initiation Fees: The Board of Trustees may set and change at its discretion the Initiation Fee for all membership categories.
- B. Annual Dues: Base annual dues as established for the 2008/2009 seasonal year, defined as May 1, 2008 through April 30, 2009, based on the by-law revision approved and implemented in November 2007, subject to adjustments described in Section 6, were as follows:
 - i. Family Members: \$955
 - ii. Couples Members: \$730.
 - iii. Senior Members: \$660
 - iv. Individual Members: \$530
 - v. Non-Resident Members: \$25
 - vi. In addition to the base annual dues, each category is subject to additional applicable government taxes.

Section 2. Applications: All applications for membership shall be accompanied by a non-refundable \$100.00 application fee. Upon admission to membership, said sum shall be credited against the applicant's building fund contribution.

Section 3. Annual Dues Payment Options: Dues shall be due January 31st if one payment is elected and optionally payable in three installments; the first one-third of the seasonal dues will be due on January 31, the second one-third on February 28, and the final one-third on March 31, of each year, or at such time as the Board of Trustees may determine. Membership may be suspended at the discretion of the Board of Trustees if a member has not paid all indebtedness (including dues and other charges) by April 30th of the current year. Special consideration will be given if the member appeals to the Board in writing by April 30th of that year.

Section 4. Sustainability Fee: The Board of Trustees, where appropriate or necessary to maintain the proper physical condition of the Club and its financial condition, may adopt and assess, not more frequently than once every three (3) Club fiscal years, each member up to seventy-five dollars (\$75). Such assessments shall be payable as specified by the Board of Trustees in the notice to members of the special assessment.

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Section 5. Annual Capital Improvement Fee: Family, Couples, Senior and Individual Members shall pay an annual capital improvement fee of one hundred dollars (\$100) to be used exclusively for capital improvements to the Club.

Section 6. Adjustments to Annual Dues: The Board of Trustees shall have the authority to lower dues at its discretion, for any membership category. The Board of Trustees shall also have the authority at its discretion to raise the amount of annual dues paid by the membership one time per fiscal year. The amount of this annual increase will be limited to an amount not to exceed 5% of the dues for the prior fiscal year. Increases in dues greater than this amount must be approved by a vote of the membership as described in Article XI.

Section 7. Amounts Owed: All indebtedness, including dues and other charges, shall be paid by each member within 15 days after receipt of the statement from the Club. Members who have failed to discharge their indebtedness within 30 days of the date which such indebtedness became payable shall be declared delinquent, and shall be denied the privilege of using the Club until the delinquency has been removed; the name of such member, together with amount due, shall be posted on the Club bulletin board and/or published in other formats including posting on the Club's website; the member's credit shall be suspended, and the member so notified. If the indebtedness is not paid in full by the next regular meeting of the Board of Trustees, the account shall be presented to the Board with the recommendation of the Treasurer for disciplinary action, which may include expulsion from the Club. A late fee of 10% will be assessed on any outstanding balance due the club by a member as of November 1st and April 1st. This assessment is in addition to any normal monthly interest fee.

Section 8. Building Fund: In addition to contributions to the Building Fund by the membership, an amount equal to the depreciation of fixed assets will be transferred to the Building Fund each year and charged to Club operations. All capital improvements and any indebtedness arising from capital expenditures, including principal and interest, will be paid from this fund.

No single expenditure in excess of \$30,000 may be entered into unless approved by members at the Annual Meeting or at a special meeting as defined in Article VII of the Constitution.

If the building fund has a balance of \$50,000 at the end of the fiscal year, any excess over \$50,000 could be returned to operating at the discretion of the Board of Trustees.

If a deficit in club operations arises, the deficit could be financed from the building fund if the Board of Trustees, after recommendation of the finance committee, can satisfy themselves that any funds advanced from the building fund will be repaid from operations by the end of the fiscal year in which the deficit occurred, if the building fund will be below \$50,000 at that time.

Section 9. Leave of Absence: A member may request a leave of absence for a maximum of one year, due to unusual personal circumstances. This request must be in writing and approved by the Board of Trustees. A maximum of one-quarter of the current dues for that year will be required in order to be granted a leave of absence. A leave of absence may be granted only one time. The member may not use the club for the year in which the leave is granted.

Section 10. Any change in membership status requires a written request, which must be signed by all of the adult members involved prior to Board approval. The office manager or the membership chairperson must receive the request. The Board has the right to collect any evidence necessary in order to approve the request. Examples are as follows, but not limited to: resignation of membership, add or delete a spouse, change from family to single, single to couple or family, family to senior or couple, or leave of absence.

Any member carrying a balance due past 30 days in excess of \$500.00 on their member account, may not charge to their member account until the full amount due has been paid. The member's name will be posted at the gazebo, snack bar and pro shop and monitored accordingly. The member may pay cash for any purchases made during the restricted period.

Members who resign from the club will have a one year grace period to rejoin the club as long as they pay the appropriate leave of absence fee for the year they were absent and the following two conditions are met. First, the club is not at capacity and there is a membership slot available. Secondly, the initiation fee originally paid by the returning member is either currently in effect or higher. For example, if the initiation fee originally paid was a "deal (e.g. \$500)," the returning member will have to make up the difference between the deal level and the level currently in effect (e.g. if current level is \$1,500, the difference owed to the club is \$1,000).

ARTICLE III
SUSPENSION AND EXPULSION OF MEMBERS

Any member who infringes the Constitution, By-Laws, or Regulations of the Club, or conducts himself or herself in a manner unbecoming a gentleman or lady, or prejudicial to the welfare, interest or character of the Club, may be suspended from the use of the Club for a period of time fixed by the Board of Trustees and considered to be not in good standing, or may be expelled from membership in the Club by a vote of two-thirds of the elected members of the Board; provided, however, that no member shall be suspended or expelled from the Club for misconduct until he shall have been furnished an opportunity to be heard by the Board of Trustees in his/her own defense.

ARTICLE IV
REINSTATEMENT OF MEMBERS

The Board of Trustees shall have power to take action, as it may deem proper with reference to the removal of suspension, or to the reinstatement of members who have been dropped from the rolls of the Club, or who shall have resigned.

ARTICLE V
NOMINATION AND ELECTION OF TRUSTEES

Section 1. Nominating Committee: The Board of Trustees, at its June meeting, shall appoint a Nominating Committee of five (5) members, not more than one of whom shall be a trustee and no one of whom shall be a candidate for election as a trustee, to nominate one (1) candidate for each opening which will occur on the Board of Trustees. The Nominating Committee shall choose its own chairman and shall present a report to the Secretary not less than forty-five (45) days before the annual election. This report shall be posted immediately by the Secretary on the Club bulletin board. In addition, the names of the candidates nominated by the Nominating Committee or Board of Trustees shall publish and/or post the slate of candidates, in a manner such that the full membership has reasonable access to consider the slate, twelve (12) days prior to the Annual Meeting.

Section 2. Members Direct Nomination: Additional candidates for the Board of Trustees may be nominated directly by the membership by the following procedure: Any ten (10) members in good standing may nominate additional candidates but no more than the number of trustees to be elected, provided consent of the candidate has been obtained, such nominations are in writing, are signed by the persons nominating, are delivered to the Secretary at least twenty-five (25) days before the election, together with the names of the members at whose request the nominations are made, and with a certificate showing that record of such nominations has been duly delivered to him in accordance with the provisions of these By-Laws.

Section 3. Ballots: When the time for nominations has expired, the Secretary shall cause the names of all legally nominated and eligible candidates to be printed in random order on a ballot, which shall be transmitted to each member at least twelve (12) days prior to the election.

Section 4. Eligibility to Vote and Valid Votes: Candidates running for an open position on the Board of Trustees must be a member in good standing with the club. Only eligible members in good standing as shown on the date of the election may vote. Each member must mark the names of the candidates he prefers for a total number of candidates equal to the number of trustees to be elected at the election. A ballot that contains either more or less than the requested number of selections will be declared void and will not be counted.

Section 5. Voting: Members entitled to vote may cast their ballots either by mail or in person. If by mail, the member must sign his ballot envelope legibly and mail it to the Judges of Election in time to reach them before the polls close. If in person, the member must present his ballot between 7:00 PM and 7:30 PM Eastern Daylight Savings Time on the day of the election at the polling place in the Swim and Racquet Club clubhouse; he must sign the register and personally deposit his ballot in the ballot box. Alternatively, should the Board of Trustees implement an appropriate on-line voting software, a voting period will be established and close at 7:30 PM Eastern Daylight Savings Time on the day of the election. Manual and in person votes will also be accepted.

Section 6. Election Monitoring and Results Notification: At least five days prior to the date of the annual election, the President shall appoint three members, one of whom shall be a member of the Board of Trustees, of the Nomination Committee, or a candidate for election, to pass on the legality of the votes, to tally the votes, and to present a written report showing the results to the votes, and to present a written report showing the results to the Secretary who shall make it known to the membership.

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Section 7. Candidate Vote Ties: In the event that two or more candidates receive the same number of votes, the Judges of Election will determine by lot, which shall be considered elected.

Section 8. Election Date: The election of members of the Board of Trustees shall be held on the same day as the regular Annual Meeting of the membership of the Club. Notice of the time and place of the election shall be mailed to each member at least twelve (12) days before the meeting.

ARTICLE VI
DUTIES OF OFFICERS

1. PRESIDENT - The President shall guide the affairs of the Club in accordance with the general policies of the trustees. He/she shall preside at all meetings of members and trustees, sign all certificates of membership, and perform generally all duties usually incident to such office, and such other and further duties as may be from time to time required of him by the members or trustees. He/she shall appoint the chairman of standing or special committees of the Club with the approval of the Board of Trustees.
2. VICE-PRESIDENT - The Vice President shall perform all the duties of the President in case of the President's absence or disability. In case both the President and Vice President are absent or unable to perform their duties, the members or Trustees, as the case may be, may appoint a President Pro Tempore.
3. SECRETARY - The Secretary shall keep an accurate record of all transactions of the members and Trustees. He/she shall give all notices provided by the code of regulations or by-laws of the Club. He/she shall keep a proper secretary's book, and shall record therein all minutes of members' and Trustees' meetings and such other matters as shall be proper and necessary. He/she shall issue and attest all certificates of membership, and generally perform such duties as may be required by the members or trustees. At the expiration of his term of office, he shall deliver all books, papers, and property of the Club in his hands to the President, or to his/her successor.
4. TREASURER - The Treasurer shall receive and safely keep all monies, rights, and chooses in action belonging to the club, and the same shall be disbursed under the direction of and to the satisfaction of the Board of Trustees. Proper vouchers shall be taken for all such disbursements. It shall be his duty to keep an accurate account of the finances of the club on the books of the club prepared and furnished for that purpose, and all books shall be open for inspection and examination by the Board of Trustees or any committee of the members appointed for that purpose. He/she shall render an account of the standing of the club at the annual meeting of the members and at such other times as the Board of Trustees may require. He/she shall perform all such other and further duties as may be required of him by the President or Board of Trustees. At the expiration of his term of office, he shall deliver all monies, property, and rights of the Club in his hand to his successor in office or to the President.

ARTICLE VII
COMMITTEES

Section 1. Standing Committees: The President shall appoint annually and as soon as practical after his/her election, the chairmen of the following standing committees, each of which shall consist of not less than three (3) members, if deemed appropriate by the Board of Trustees, to be appointed by the chairman of his particular committee:

Membership	Swimming
At Large/Secretary	Tennis
Finance	Social
House and Grounds	Platform

Section 2. Special Committees: The President may appoint such special committees, as he/she deems advisable. Each standing and special committee shall make a monthly report to the Board of Trustees and present all matters to the Board concerning the activities of the committee. Historical standing committees that have are now categorized as special committees included Youth Activities, Food Services and Long Range Planning.

Section 3. Non-Routine Expenditures: Each standing committee is responsible for expenditures for a particular area or activity of the Club. Any expenses proposed to be incurred by any of the committees beyond reasonable recurring activities or for any extended performance service contract shall be submitted to the Board for approval and/or determination as to whether the expenditure should be presented for membership wide vote before being incurred.

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Section 4. MEMBERSHIP COMMITTEE - All matters pertaining to applications for membership in the Club shall be referred to this committee. The Committee shall consider applications for membership in accordance with the provisions of Article I of these by-laws. The Committee shall treat as confidential all communication about persons proposed for membership. The Committee shall maintain a waiting list of those applying for membership. Information concerning the position of applicants on the waiting list shall be made known to members upon request.

Section 5. FINANCE COMMITTEE - The Treasurer of the Club shall be the chairman of this committee.

The Committee shall formulate a detailed annual budget of all income and expenses pertinent to the operation of the club covering a twelve-month period from November 1 through October 31 next. This budget shall be presented to the Board of Trustees for the latter's approval at its January meeting.

This Committee shall grant authority to the Treasurer to receive and expend funds in accordance with the budget after the budget is approved by the Board of Trustees. All funds shall be deposited to and withdrawn from an appropriate records and books.

This Committee shall review all requests for expenditures in excess of \$500 and their recommendation presented to the Board of Trustees prior to the actual expenditure.

This Committee will determine if this expenditure is for capital improvements and chargeable to the Building Fund or if the expenditure is for repairs and maintenance and chargeable to operations.

This Committee shall arrange for an annual review of the books of the Club by a Certified Public Accountant; said review to be made before the end of February of each year.

Section 6. HOUSE AND GROUNDS - This Committee shall have supervision over all aspects of the clubhouse and club grounds, including the parking areas, but excluding tennis and swimming facilities, and including all equipment and furnishings incidental thereto, their construction, maintenance, and use.

Section 7. SWIMMING COMMITTEE - This Committee shall have supervision over all aspects of the swimming pool, equipment, and buildings connected there with including construction, maintenance, and use.

Section 8. TENNIS COMMITTEE - This Committee shall have supervision over all aspects of the tennis and other recreational facilities, excluding the swimming facility and including all equipment and building connected therewith, their construction, maintenance, and use.

Section 9. SOCIAL COMMITTEE - This Committee shall plan, arrange and supervise dances, dinners, and other primarily social activities and functions of the members of the club.

Section 10. LONG-RANGE PLANNING COMMITTEE - A past Board member shall be the chairman of this Committee. The members shall be the President, immediate past President, and either past or present members of the board of trustees, and members appointed by the board of trustees.

This Committee shall determine all long-range goals, both of a capital improvement nature and of a repair or replacement nature in the foreseeable future. It shall recommend to the Board, the priority among the goals and shall obtain detailed cost estimates for top priority items with general estimates for those not feasible in the near future. Final planning and budgeting in light of club revenues and assets should be made in conjunction with the finance committee.

ARTICLE VIII
ORDER OF BUSINESS

The order of business at all meetings of the Swim and Racquet Club shall be as follows:

1. Call to order.
2. Reading of the minutes of the previous meeting.
3. Treasurer's report
4. Reports of committees.
5. Unfinished business.
6. New business.
7. Adjournment

ARTICLE IX
PARLIAMENTARY AUTHORITY

ROBERT'S RULES OF ORDER shall be the parliamentary authority for this club; however, the immediate past president of the club eligible for ex-officio membership of the Board pursuant to Article IV, shall, if present, be entitled to cast a vote to break a tie vote of the Board.

ARTICLE X
AMENDMENT

These By-Laws may be amended at any annual meeting of the members, or at a special meeting of the members called and held for the purpose, or by electronically communicated notice. Approval of By-Laws amendments will occur in accordance with the voting requirements described in Article XI. Notice, including a copy of the proposed amendment or amendments, shall have been given in writing by mail, electronic transmission (e.g. email) and/or posted on the Club's website. Notice of any proposed amendments will be provided to all members not less than twelve (12) days prior to the meeting at which such amendment is to be considered.

ARTICLE XI
VOTING

Section 1. For matters subject to membership wide vote, eligible voting units shall be determined for each membership category as described in Article III, Section 1 of the Constitution. Eligibility is also contingent on those associated with their membership being in good standing with the Club, including being current with payment on all amounts owed to the Club are eligible to vote. The membership year for purposes of voting is considered a seasonal year commencing May 1 and ending April 30. Membership voting units are eligible during the seasonal year provided that full annual membership payment is received no later than the April 30th immediately preceding the new seasonal year.

Section 2. Voting may occur at the Club's Annual Meeting, at special meetings called by the President of the Board of Trustees, or by internet based electronic voting software. Eligible member voters may vote by either being present at the annual or special meeting if notice was provided such that those were the venues for voting, by written proxy received by the Business Office via mail, email or other electronic format prior to date and time of vote at such meetings, and/or by internet based electronic voting software made available during a voting period for which advanced notice of the voting period will be provided no less than twelve (12) days prior to the vote.

Section 3. By-Laws Amendments: For the vote results to be considered valid, participation by the membership of at least 5% of all eligible voting members as described in Article III, Section 1, of the Constitution is required. An affirmative vote of greater than two-thirds (or 67%) of the votes received during the established voting period shall constitute membership approval of the proposed by-law amendments.

Section 4. Major Capital Expenditures: Major capital expenditures are defined as any project, or capital asset addition or replacement with a proposed total cost greater than \$30,000 and require the approval via a membership wide vote offering. For the vote results to be considered valid, participation by the membership of at least 25% of all eligible voting members as described in Article III, Section 1, of the Constitution is required. An affirmative vote of greater than 50% of the votes received during the established voting period shall constitute membership approval of the proposed Major Capital Expenditure.

Section 5. Removal of All of the Board of Trustees, Closure and Sale of the Facility, Dissolution of the Entity: Shall require participation by the membership of at least 75% of all eligible voting members as described in Article III, Section 1, of the Constitution. An affirmative vote of greater than two-thirds (or 67%) of the votes received during the established voting period shall constitute membership approval.

Section 6. Other General Matters: For any other general matters that are brought forth by the Board of Trustees for membership wide vote offering, for the vote results to be considered valid, participation by the membership of at least 5% of all eligible voting members as described in Article III, Section 1, of the Constitution is required. Any general matter subject to vote must receive an affirmative vote greater than 50% of the members votes received during the voting period established.