



## AMENDED AND RESTATED

### BYLAWS

### OF THE

## LITTLE NECK SWIM AND RACQUET CLUB, INC.

A Non-Discriminatory Community Membership Organization

### ARTICLE I: NAME

The name of this organization, incorporated in the Commonwealth of Virginia as a non-stock corporation, shall be "Little Neck Swim and Racquet Club, Inc.," hereinafter referred to as "Club."

### ARTICLE II: PURPOSE

The purposes of the Club shall be:

- A. To provide recreational activities and facilities for individuals and their families who are granted and who maintain membership in the Club;
- B. To promote social and family relationships within the Little Neck community;
- C. To provide education relating to recreation, health and safety; and
- D. To engage in any other lawful activity not inconsistent with the general aim of promoting the welfare and enjoyment of the members of the Club and their families.

### ARTICLE III: MEMBERSHIP

#### A. CLASSES OF MEMBERSHIP

There are two types of membership in the Club, namely, (1) Regular and (2) Annual. Regardless of the type of membership, each membership shall include one individual as the head of household, who shall be the member, and any dependents residing in the same household. shall be included in the membership.

1. REGULAR MEMBERSHIP: Regular Member(s shall be those individuals who:

a. Submit an application for Regular Membership which has been reviewed by the Membership Committee and approved by the Board of Directors;

b. Pay the application fee, the initiation fee, annual dues, and any other membership fees as may be determined by the Board;

- c. Are of good moral character;
- d. Have agreed to abide by the Bylaws and rules and regulations of the Club.

Regular Members shall have full membership rights in the Club, including the right to participate in all club activities and to use all club facilities. Each Regular Membership shall have one (1) vote regardless of the number of family members represented by the Regular Membership.

2. ANNUAL MEMBERSHIP: Annual Members shall be those individuals who:

- a. Submit an application for Annual Membership which has been reviewed by the Membership Committee and approved by the Board of Directors;

- b. Pay the application fee, annual dues, and any other membership fees as may be determined by the Board;

- c. Are of good moral character;

- d. Have agreed to abide by the Bylaws and rules and regulations of the Club.

Annual Members shall have limited membership rights in the Club, including the right to participate in all club activities and to use all club facilities. Annual members do not have the right to vote, to hold office, to serve as Chairman of any Club committees or to make motions at Club meetings.

Annual Membership shall begin with the payment of the annual dues (no portion of which will be prorated, except for the instance noted in Article III, Section C.2.d) and terminate on April 31st of the following year; no portion of which will be refundable. The Board shall set the number of Annual Members, but in no case shall the number exceed the number of Regular Members.

## B. MEMBERSHIP APPLICATION PROCESS

### 1. REGULAR MEMBERSHIP

- a. Individuals desiring to be a Regular Member shall submit an application to the Membership Committee, accompanied by the application fee and the initiation fee and annual dues.

- b. The Membership Committee shall review the application and submit the application and the fee payments to the Board within 10 days of

receipt of the application, along with the Committee's recommendation to accept or decline the application.

c. The Board shall consider the application for admission to Membership in the Club. Promptly after reaching a decision, the applicant shall be notified of their admission or denial of membership in the Club.

d. If the application is denied, the advance payment of all fees submitted by the applicant shall be returned to the applicant within 10 days of the decision of the Board.

e. If the application is approved, the fees submitted by the applicant shall be forwarded to the Treasurer for deposit and recording in the Club records.

f. In the event that the number of active Regular Memberships is affecting the safe enjoyment of Club facilities by Members, the Board may establish and maintain a waiting list to hold applications for Regular Membership in the order in which received. Once a membership opening becomes available, the Board shall make a written offer of membership to the first applicant on the waiting list. The prospective member shall be allowed two (2) weeks in which to accept a written offer of membership. If membership is not accepted, the applicant will be placed on the bottom of the list.

## 2. ANNUAL MEMBERSHIP

a. Individuals desiring to become Annual Members shall submit an application for Annual Membership to the Membership Committee, accompanied by the application fee and annual dues.

b. The Membership Committee shall review the application and submit the application and the fee payments to the Board within 10 days of receipt of the application, along with the Committee's recommendation to accept or decline the application.

c. The Board shall consider the application for Annual Membership in the Club. Promptly after reaching a decision, the applicant shall be notified of their admission or denial of membership in the Club.

d. If the application is denied, the advance payment of all fees submitted by the applicant shall be returned to the applicant within 10 days of the decision of the Board.

e. If the application is approved, the fees submitted by the applicant shall be forwarded to the Treasurer for deposit and recording in the Club records.

f. In the event that the Board determines the number of Annual Memberships exceeds the number which can reasonably be accommodated at the Club, the Board may suspend the acceptance of Annual Membership applications indefinitely, until circumstances change.

C. FEES, DUES AND SPECIAL ASSESSMENTS

1. Membership Fees.

a. The Board shall determine the amounts to be paid for application fees, annual dues and initiation fees.

2. Annual Dues.

a. Annual Dues of Regular and Annual Members shall be due no later than May 1.

b. Membership shall be delinquent if dues are not paid in full by May 1, and Members who are in a delinquent status shall not be permitted to use Club facilities. The Treasurer shall notify all Members whose dues are delinquent by May 15. Such notification may be by U.S. Mail, electronic mail or telephone call to the contact information on record with the Club.

c. Membership shall be inactive if dues are not paid by July 1. Inactive members shall have no rights of membership and shall have no right to use Club facilities.

d. Dues paid by first-time members in their first year of membership shall be pro-rated on a 12-month basis.

3. Reinstatement of Membership.

a. A Regular Member who has an inactive membership, or whose withdrawal was not accepted by the Board, shall be reinstated upon full payment of annual dues, along with payment of all other outstanding debts to the Club.

b. A Regular Member whose previous withdrawal was accepted by the Board shall be considered a first-time membership applicant and must follow the Membership Application Process defined in these Bylaws.

c. An Annual Member seeking reinstatement must submit full payment of annual dues, along with all other outstanding debts to the Club. In addition, the application must follow the Membership Application Process as defined in these Bylaws.

4. REFUND OF REGULAR INITIATION FEE

(a) Membership in the Club is not transferable and is redeemable only by the Club and only to a Regular Member who has moved from the "area," defined as a twenty-five (25) mile straight line radius from the Club (except for the instance noted in Article 3, Section E.4) A withdrawing Member must submit

a written Notice of Withdrawal and Request for Refund of the initiation fee, which refund shall be paid to the withdrawing Member as soon as practicable, taking into account the projected income and expense obligations of the Club.

(b) The Notice of Withdrawal and Request for Refund of the membership fee shall be submitted in writing along with proof of residency outside of a twenty-five (25) mile straight line radius of the Club to the Treasurer at the Club address and shall provide a return address. Proof of residency can be an original utility bill or any other verifiable document. The Request for Refund shall be acted upon in order of priority of mailing as shown by the post mark on the withdrawing Member's mailing envelope.

(c) The refund issued to the withdrawing Member shall never exceed the original price of the initiation fee for the Regular Membership paid by the member upon acceptance for membership to the Club, and shall not include the application fee or annual dues paid.

(d) Refund of the one-time regular membership initiation fee shall be in accordance with the following prorated schedule:

1. Less than one (1) calendar year of membership: 33% refund.
2. Less than three (3) calendar years of membership: 66% refund.
3. More than three (3) calendar years of membership: 100% refund.

(e) Indebtedness of Members: Upon cessation of membership for any cause, all fees and assessments owing to the Club by a regular member shall be charged against the refund of his/her initiation fee.

#### 5. SPECIAL ASSESSMENTS

Special assessments, if any, are subject to the approval of the majority of the voting Regular Members present at a properly scheduled meeting. They shall be payable at such time as specified by the Board.

### C. PRIVILEGES AND OBLIGATIONS OF MEMBERSHIP

1. All classes of active members of the Club shall have access to club facilities and shall be subject to the Rules and Regulations of the Club, which shall be posted at all times.

2. The Board, subject to the approval of the membership, shall, by rule, fix the terms and conditions upon which guests of members may use Club facilities.

3. Damage to or loss of any Club facility or equipment arising from the fault or misconduct (as determined by the Board) of a member or his guest shall be repaired or replaced, at the discretion of the Board, at the expense of such member. The member in whose name the Membership is held shall be responsible for the payment of all charges or liabilities incurred by any or all members of the member's household and their guests.

4. The Club shall have no obligation or liability for the damage to or loss of property of members or of any guest which may be brought into or left in the Club's buildings or on the grounds, in the absence of willful misconduct by employees of the Club.

#### D. SUSPENSION OF MEMBERSHIP

1. Any member may be suspended by the Board for cause in accordance with the following provisions:

a. A suspension of membership hearing shall be held by the Board following a period of ten (10) days after written notice to the member at the current address in the Club records, sent via U.S. Mail, Return Receipt Requested. Such notice shall specify the nature of the cause and the date, time and place of the hearing. The member shall have the opportunity to be heard and to present testimonial and documentary evidence at the hearing.

b. If the conduct, violation or condition constituting cause is found to exist or to have occurred, after closed deliberations by the Board, then the period of suspension shall be determined by the Board. Such period shall not exceed one (1) month if by a two-thirds (2/3) vote of the members of the Board, a quorum being present, and shall not exceed three (3) months by a unanimous vote of the members of the Board, a quorum being present.

c. Cause for suspension shall, in general, consist of:

- (1) A violation of a provision of the Bylaws;
- (2) A violation of the Rules and Regulations;
- (3) Conduct detrimental to the interests of the Club; or
- (4) Failure to pay fees and assessments established by the Club.

2. The Board may delegate the authority to suspend Club privileges for the violation of Club Rules and Regulations without a hearing, provided that a written report of such suspension, containing reasons therefore, is submitted to the Board within twenty-four (24) hours. A copy of such report shall be furnished to the suspended individual and a copy shall be provided to the family member

in whose name the Membership is held. The Board may, with or without a hearing, vacate or uphold such suspension, and this decision shall be final. A suspension imposed under this provision shall apply only to the offending household member.

E. **WITHDRAWAL OR TRANSFER OF MEMBERSHIP**

1. Any Regular Member may withdraw from membership at any time. Requests for withdrawal shall be submitted in writing to the Board, along with payment in full for all outstanding debts to the Club.

2. The Board may approve the withdrawal upon payment in full of all outstanding debts to the Club. The Member shall be notified of the Board's decision in writing within ten (10) days of the decision.

3. If the withdrawal is approved and the member seeks reinstatement, the former member shall be considered as a first-time applicant. If the withdrawal is not approved and the member seeks reinstatement, then the procedures defined in these Bylaws for Reinstatement of Membership shall apply.

4. Membership in the Club is not transferable, except that:

a. Members may make a single, irrevocable transfer of their membership rights to one (1) designated child when the parent is no longer using the Club; provided, however, that the member must request the transfer in writing and the child must follow the Membership Application Process and submit the application fee and annual dues (the initiation fee will be waived in this circumstance but is no longer subject to refund). Members approved under this provision shall be considered to be Regular Members.

**ARTICLE IV: OFFICERS**

The Officers of the Club shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be Regular Members. No Member shall serve in more than one office at the same time.

A. **PRESIDENT**

The President shall be the Chief Officer of the Club. He/she shall:

1. Preside at the meetings of the Club and the Board.
2. Appoint all standing committees, designating the chairperson thereof.
3. Appoint all special committees, designating the chairperson and the purpose thereof.

4. Serve as ex-officio member of all committees (except Nominating).
5. Co-sign and execute all contracts in the name of the Club together with the Secretary. The President may designate another Officer or a Director from the Board or the Club Manager to execute documents on behalf of the Club.
6. Be bonded at the expense of the Club.

B. VICE PRESIDENT

The Vice President shall:

1. Act for the President in the absence or disability of the President.
2. Act as assistant to the President and perform such functions as may be directed by the President.
3. Serve as Chairman of the Bylaws Committee
4. Be bonded at the expense of the Club.

C. SECRETARY

The Secretary shall:

1. Keep the minutes of the Club and of the Board.
2. Send out notices, as applicable, of the meetings of the Club and of the Board.
3. Attend to the correspondence pertaining to this office as may be asked of him/her by the President or the Board.
4. Have charge of the books and records as the Board may direct.
5. Maintain the attendance of all Directors at meetings of the Board
6. Be bonded at the expense of the Club.

D. TREASURER

The Treasurer shall:

1. Be the custodian of the funds of the Club.
2. Collect dues and make disbursements as directed. All disbursements shall be by check drawn on Club accounts and will be counter-signed by another officer of the Club as provided for in these Bylaws.



3. Supervise the keeping of the financial records and accounts of the Club and submit the books for audit annually pursuant to these Bylaws.
4. Render an itemized annual report at the annual meeting and interim reports, when available, at Board meetings and perform other such duties pertaining to this office as may be assigned by the President.
5. Serve as a member of the Budget Committee.
6. The Treasurer shall be bonded at the expense of the Club.

## **ARTICLE V: BOARD OF DIRECTORS**

### **A. MANAGEMENT**

The affairs of the Club shall be managed by the Board, consisting of an elected President, Vice President, Secretary, Treasurer, three (3) Directors elected at large, and the immediate past President (non-voting).

### **B. DUTIES**

Consistent with these Bylaws and the Code of Virginia, the Board shall:

1. Transact all Club business between meetings of the Club.
2. Make and amend rules for the regulation of the use of Club property.
3. Establish the rates for application fees, initiation fees and annual dues.
4. Appoint and remove such employees as it deems necessary and affix their duties and compensation.
5. Perform all duties required by these Bylaws and the Code of Virginia, as may be amended.

### **C. ROLE OF IMMEDIATE PAST PRESIDENT**

1. The immediate past president serves as a non-voting member of the Board  
for the purpose of providing historical precedence and background information to the current Board on matters related to the club.
2. The immediate past president shall conduct a turnover of all files both paper

and electronic, including emails, databases, and passwords prior to 1 February to the newly elected president.

3. The immediate past president will not participate in closed session unless specifically requested to attend by the current president or VP if the VP is running the Board Meeting in the absence of the President

#### D. REGULAR MEETINGS

Regular meetings of the Board shall be held monthly or as determined by the President. The date, time and place of the meetings shall be given to each Director at least five (5) days prior thereto. Business in the regular meeting need not be restricted to the purpose stated in the notice or on the agenda circulated before the meeting.

#### E. SPECIAL MEETINGS

1. Special meetings of the Board may be called at any time by the President.
2. Special meetings of the Board shall be called by the President within ten (10) days following written request from three (3) members of the Board to the Secretary stating the purpose thereof.
3. Notice of such special meetings, stating the purpose thereof, shall be given to all Directors at least five (5) days prior to the meeting date, unless such notice is waived by the majority vote of all Directors.
4. No business may be considered at a special meeting that is not specifically stated in the Notice.

#### F. QUORUM

Five (5) Directors present shall constitute a quorum of the Board at all meetings thereof.

#### G. NOMINATING COMMITTEE

1. There shall be a Nominating Committee appointed by the Board composed of five (5) Regular Members of the Club. In the absence of qualified volunteerism from the Regular Membership, the Board will assume the responsibilities of the Nominating Committee.
2. The Nominating Committee shall nominate candidates for the vacancies on the Board. The Nominating Committee shall report nominations to the Board on or before September 15th for inclusion in the call to the Annual Meeting.

3. Nominations may also be made from the floor at the Annual Meeting, provided that each nomination is seconded and that the nominee has expressed willingness to serve.

4. The list of candidates, as submitted by the Nominating Committee and as augmented by nominations from the floor, shall be included in one ballot.

#### H. ELECTIONS

1. Elections shall be held at the Annual Meeting of the Club.

2. Each voting Regular Member may cast one closed ballot vote for each open position on the Board. If a member votes for more candidates than there are vacancies, the ballot shall be considered defective and discarded.

3. The Directors shall be elected, one for each specific office identified in Section A above, by a closed ballot plurality vote of the voting members present in person or having voted by mail. (Voting by mail is defined in this and all subsequent references in these bylaws as any written form of correspondence with the board that is received prior to the subject vote.) No voting by proxy shall be permitted.

#### I. TERM OF OFFICE

1. All Directors shall be elected to a term of two (2) years. The terms of the President, Secretary, and one Director shall expire in years alternate to the Vice-President, Treasurer and two remaining Directors.

2. The term of office shall commence on January 1<sup>st</sup> following the annual meeting.

3. No Director shall be eligible to serve for more than two (2) consecutive elected terms in the same office.

4. Any Director who ceases to hold an active (dues paying) membership in the Club shall automatically cease to be a Director, as the case may be.

#### J. ATTENDANCE AND VACANCIES

1. An important criteria for a Director in exercising his/her fiduciary responsibilities is attendance at meetings of the Board. Accordingly, a Director who does not attend at least 75% of all duly called or scheduled meetings is considered not to be in compliance and subject to dismissal.

2. A vacancy in any office (other than President) on the Board shall be filled by majority vote of the remaining members of the Board within sixty (60) days of the occurrence of the vacancy. Such officer or director shall serve until the next Annual Meeting, at which an active Regular Member shall be elected to fill the vacancy of the unexpired term.

K. COMPENSATION

All members of the Board of Directors shall serve without compensation for any services performed for the Club.

**ARTICLE VI: COMMITTEES**

A. STANDING COMMITTEES

The Board may provide for committees as it deems necessary to assist in carrying out the Board's responsibilities and, consistent with these Bylaws, assign duties to all committees. Notwithstanding the foregoing, the following standing committees will be designated by the Board and will be actively staffed by Regular Members of the Club.

1. Activities Committee: The Activities Committee shall plan and coordinate the special activities of the Club and submit its plans to the Board for approval.

2. Budget Committee: The Budget Committee shall consist of three (3) Regular Members, one of whom shall be the Treasurer. The Budget Committee shall prepare an annual budget setting forth anticipated revenue and proposed expenditures for the upcoming fiscal year. The budget shall be divided into an Operational Cost Section and a Capital Expenditure Section. The proposed budget shall be presented to the Board for consideration not later than December 1. The annual budget, as approved by the Board, shall be posted at the Club for reviewing by the membership not later than December 31.

3. Long Range Planning Committee: The Long Range Planning Committee shall identify, estimate, evaluate and recommend to the Board such long range planning projects as will tend to achieve the purposes of the Club. This planning shall include, but not be limited to, establishing a priority list of capital improvements and securing design plans and estimates for all recommended capital improvements, and shall present all anticipated capital improvement plans and their anticipated costs to the membership at the annual meeting for approval.

4. Grounds Committee: The Grounds Committee, working in concert with the Club Manager, shall exercise supervision of the pool, tennis courts and grounds; shall attend to the care, operation, maintenance and improvements of the pool, courts, buildings, recreation area, operating equipment and grounds; shall prepare and submit all operating expenses for the operation of the pool and recreational facilities to the Board for approval.

5. Membership Committee: The Membership Committee shall report to the Board upon the status of membership and take such steps as are necessary to keep active membership at an optimal level.

6. Rules Committee: The Rules Committee shall draft, prepare, update, amend and recommend for approval by the Board all rules and regulations of the Club and shall publish and otherwise make available the approved Rules and Regulations to the Club membership.

7. Swim Committee: The Swim Committee, working in concert with the Club Manager and Swim Director (as available), shall exercise supervision of the swim team assets and swim team programs; shall provide input to the Grounds Committee Chair as to the care, operation, maintenance and improvements of the pool and swim team equipment; shall provide representation at all Swim League meetings; and shall provide membership feedback and financial information to the Board.

8. Tennis Committee: The Tennis Committee, working in concert with the Club Manager and Tennis Director (as available), shall exercise supervision of the tennis team assets and tennis programs; shall provide input to the Grounds Committee Chair as to the care, operation, maintenance and improvements of the tennis courts and tennis equipment; shall establish a set of rules for court usage and court conduct; and provide membership feedback and financial information to the Board.

In the absence of sufficient membership volunteerism, it will be the obligation of the Board to assume the responsibilities of the above-named committees.

B. SPECIAL COMMITTEES

The President shall appoint special committees at the direction of the Board or in the best interests of the Club. Such committees shall be given a charge in writing and provided with a timeline for completion of their task.

**ARTICLE VII: MEETINGS OF THE MEMBERSHIP**

A. ANNUAL MEETINGS

1. An Annual Meeting of the membership shall be held during the month of October of each year for the purpose of electing Officers and Directors, receiving annual reports of the President and the Treasurer, and transacting such other business as may be properly brought before the meeting.

2. The notice of the meeting shall be sent via electronic mail or, if the member has no e-mail, then via first class mail to the Regular Members at least one month prior to the meeting date. The notice shall include the date, time and place of the meeting and the names of candidates for election as Officers and Directors from the Nominating Committee.

3. Regular Members who wish to have business presented to the meeting shall notify the Secretary in writing no later than September 1st.

B. SPECIAL MEETINGS

1. Special Meetings of the membership may be called by the Board.
2. A special meeting shall be called by the President within thirty (30) days upon written request of not less than 30 of the voting members to the Secretary stating the purpose thereof.
3. Written notice of the meeting and its purpose shall be given to the members not less than fourteen (14) days prior to the meeting. The Secretary shall be responsible for providing written notice of a special meeting. No business other than the purpose stated in the notice shall be transacted.

C. VOTING (Regular Members)

1. One Member per membership household in good standing shall be entitled to one vote at meetings of the membership, subject to the provisions of Article III.

2. The Nominating Committee shall have the authority to prepare and circulate absentee ballots setting forth:

a. The slate of officers and directors nominated for election to the Board; and

b. All other matters directed by the Board to be included on such ballot and which will come to a vote of the Membership within the next succeeding thirty (30) days to such members who request one.

The Nominating Committee shall establish procedures to ensure the authenticity and secure handling and tabulation of such ballots.

3. There shall be no proxy voting to conduct business or elect officers and directors at any meeting of the Club.

D. QUORUM

1. Twenty five (25) Regular Members, five (5) of whom must be Officers, must be present in person to constitute a quorum for the transaction of business at the annual meeting of the membership of the Club, at a special meeting of the membership, or at a special meeting called for the express purpose of amending the bylaws.

2. If less than a quorum is in attendance for any meeting which shall have been called, such meeting must adjourn to a subsequent date not later than two weeks following the adjourned meeting. If the initial meeting is adjourned, a notice containing (1) a statement of the purpose of the meeting, (2) a statement that the previous meeting adjourned for lack of a quorum, and (3) the date, time and place of the next meeting shall be sent to the Membership.

3. Lack of a quorum shall not prevent the Board and those in attendance from proceeding with the program or presentation planned for the meeting.

## **ARTICLE VIII: FISCAL AFFAIRS**

### **A. MAINTENANCE OF FUNDS**

1. Funds of the Club shall be maintained and controlled by the Board.

2. Checks, drafts and other instruments for the payment of funds will be signed by the Treasurer and countersigned by any other elected officer. Subject to concurrence of the majority of the Board, the Secretary may be designated to sign checks in the temporary absence of the Treasurer.

3. A credit card with a credit limit not to exceed \$2000.00 may be issued to the club manager for purchases on behalf of the club.

4. A working cash fund not exceeding \$500.00 may be established.

### **B. CREDIT OBLIGATIONS**

1. The Board may not borrow, pledge or obligate the credit of the Club in excess of \$25,000 for capital improvements without specific approval of the majority of the Regular Members voting at any meeting, including votes cast by mail.

2. This Section shall not apply with respect to any item on the current annual budget, nor does it apply to transactions on existing borrowing arrangements (i.e., lines of credit, commercial loans) that have been established to manage funding needs, such as refinances.

## **ARTICLE IX: AMENDMENT OF THE BYLAWS**

### **A. ANNUAL MEETINGS**

These Bylaws may be amended by a vote of greater than 50% of the total Regular Members (i.e. if there are 400 total regular members, 201 must vote yes to approve a Bylaws amendment) at the Annual Meeting of the Membership, by votes cast in person or by mail provided that:

1. Proposed amendments shall be submitted to the Bylaws Committee by July 1; and

2. Proposals for amendments of the Bylaws must be sponsored by 5 of the 7 members of the Board or by at least twenty (20) voting Regular Members to the Secretary who shall then present such proposals to the Bylaws Committee. The Bylaws Committee shall report all proposed amendments

submitted, together with their recommendation for adoption or rejection, with the call to the Annual Meeting of the Membership.



B. SPECIAL MEETINGS

These Bylaws may be amended by a vote of greater than 50% of the total Regular Members (i.e. if there are 400 total regular members, 201 must vote yes to approve a Bylaws amendment) at a Special Meeting of the Membership in person or by mail called solely for the purpose of considering Bylaws amendments, provided that:

1. The provisions and plain language explanation of the proposed amendment(s) are included in the call to the Special Meeting; and

2. The Bylaws Committee is provided a copy of amendment(s) proposed by 5 of the 7 members of the Board or by at least twenty (20) voting Regular Members within sufficient and reasonable time to report to the Board as to their recommendation for adoption or rejection.

C. MINISTERIAL EDITING

Grammatical, punctuation and correlation corrections in and to these Bylaws, or amendments thereto, which in no way alter the intent of the Bylaw of amendment, may be effected by the Bylaws Committee, subject to approval of the Board of Directors.

D. INTERPRETATION BY BOARD

Any question or ambiguity as to the proper meaning or interpretation of any of the provisions contained in these Bylaws shall be resolved by the Board, in its sole discretion.

**ARTICLE X: MISCELLANEOUS**

A. INDEMNIFICATION

1. Each person who acts as a Director of the Club shall be indemnified by the Club against expenses actually or necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Director of the Club, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties.

2. The right of indemnification provided herein (i) shall inure to each Officer and Director referred to above whether or not he is such officer at the time such costs or expenses are imposed or incurred and (ii) shall extend to his heirs, legatees, beneficiaries and legal representatives in the event of his death.

3. The Club shall purchase "Directors and Officers" liability insurance to indemnify the Officers and Directors from liability and judgments entered against them, unless such liability or negligence is caused by the Officer's or Director's gross negligence or willful misconduct.

#### B. USE OF CLUB FACILITIES BY THIRD PARTIES

Upon written request of an active Regular Member in good standing, the Board may extend the use of the Club facilities, with or without fees, to organizations, groups, or persons with which the Member is associated, such as, but not exclusively, the Boy or Girl Scouts, Red Cross training classes, school athletic events, civic organizations and related activities. The Board shall require a waiver from the members of any such group indemnifying the Club, its officers and agents against any claims for injury or damage to such members or their property or guests. A refundable damage/cleaning deposit, in an amount established by the Board, shall be required and paid prior to the scheduled activity. The Board, or its agent, may require that the Member be present for the event for which such special permission is sought.

#### C. BOOKS AND RECORDS

Books and records of the Club shall be kept in the principal office of the Club unless in the custody of the Secretary, Treasurer, duly appointed officer or duly authorized accountant on official Club business. Books and records shall be open to inspection by Regular Members by written request to the Board and such inspection shall take place at the customary place of keeping of said books and records.

#### D. RULES OF PROCEDURE

Unless otherwise provided for by these Bylaws, rules of procedure governing meetings of members of the Club or of the Board shall be those of Robert's Rules of Order, Newly Revised.

#### E. NOTICES

Whenever, in these Bylaws, notice to Regular Members is required, the notice shall be sent via electronic mail to the email shown in the records of the Club for the members or, if the member has no email, then via first class mail to the address shown in the records of the Club for the members.