

BY LAWS
OF
QUAIL HOLLOW SWIM & RACQUET CLUB, INC.
REVISED April 10, 2011

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE QUAIL HOLLOW SWIM & RACQUET CLUB, INC. (QHSRC).

ARTICLE II. OFFICES

THE PRINCIPLE OFFICE OF THE CORPORATION IN THE STATE OF SOUTH CAROLINA SHALL BE LOCATED AT QUAIL HOLLOW SWIM & RACQUET CLUB, INC., 131 BLACKHAWK TRAIL, IN THE COUNTY OF LEXINGTON. THE CORPORATION MAY HAVE OTHER OFFICES WITHIN THE STATE OF SOUTH CAROLINA AS THE BOARD OF DIRECTORS MAY DETERMINE OR AS THE AFFAIRS OF THE CORPORATION MAY REQUIRE FROM TIME TO TIME.

THE CORPORATION SHALL HAVE AND CONTINUOUSLY MAINTAIN IN THE STATE OF SOUTH CAROLINA A REGISTERED AGENT, WHOSE ADDRESS SHALL BE FILED WITH THE SOUTH CAROLINA SECRETARY OF STATE. THE REGISTERED OFFICE MAY BE, BUT NEED NOT BE, IDENTICAL WITH THE PRINCIPLE OFFICE OF THE CORPORATION, AND THE ADDRESS OF THE REGISTERED OFFICE MAY BE CHANGED FROM TIME TO TIME BY THE BOARD OF DIRECTORS.

ARTICLE III. MEMBERS

THE CORPORATION MEMBERSHIP SHALL CONSIST OF THOSE INDIVIDUALS OR FAMILIES HAVING MET THE FOLLOWING REQUIREMENTS FOR MEMBERSHIP:

SECTION 1. EACH APPLICANT FOR MEMBERSHIP SHALL SUBMIT AN APPLICATION TO THE BOARD OF DIRECTORS UPON A FORM FURNISHED BY THE BOARD AND SHALL BE ENTITLED TO FULL MEMBERSHIP UPON THE COMPLETION OF THE FOLLOWING:

(A) ELECTION TO MEMBERSHIP BY AN AFFIRMATIVE VOTE OF AT LEAST TWO-THIRDS (2/3) OF THE MEMBERS OF THE ENTIRE BOARD. IN THE CASE OF DISTANCE VOTING (SEE ARTICLE V, SECTION 6) FOR THE PURPOSE OF APPROVING PROPOSED MEMBERS, IF A DULY-NOTIFIED BOARD MEMBER DOES NOT REGISTER OBJECTION WITHIN SEVENTY-TWO HOURS, HIS/HER VOTE IS DEEMED AFFIRMATIVE.

(B) MAKE PAYMENT IN FULL OF THE INITIATION ASSESSMENT DESIGNATED BY THE BOARD, AND

(C) AGREE IN WRITING TO ABIDE BY THE RULES AND REGULATIONS OF THE CORPORATION AND THOSE PROMULGATED BY THE BOARD.

SECTION 2. EACH MEMBERSHIP SHALL CONSIST OF THE HEAD OF THE HOUSEHOLD AND ALL MEMBERS OF THE HOUSEHOLD PRINCIPALLY RESIDENT THEREIN.

SECTION 3. THERE SHALL BE AN UPPER LIMIT OF FOUR HUNDRED (400) MEMBERSHIPS.

SECTION 4. EACH MEMBER SHALL BE ENTITLED TO ONE VOTE ON EACH MATTER SUBMITTED TO A VOTE OF THE MEMBERS.

SECTION 5. MEMBERSHIP PRIVILEGES OF A MEMBER OR MEMBERS MAY BE SUSPENDED OR REVOKED BY ACTION AND AFFIRMATIVE VOTE OF AT LEAST TWO-THIRDS OF THE MEMBERS OF THE BOARD IF, IN THE OPINION OF THE BOARD, CONTINUED MEMBERSHIP ON THE PART OF THE OFFENDING PARTY WOULD BE DETRIMENTAL TO THE WELL-BEING OF THE CLUB. IN THE EVENT THAT A MEMBER'S OR MEMBERS' PRIVILEGES ARE SUSPENDED AND/OR REVOKED UNDER THIS SECTION, HE SHALL BE NOTIFIED IN WRITING BY THE SECRETARY. PORTIONS OF MEMBERSHIP FEES OR ANNUAL DUES ARE NOT REQUIRED TO BE REIMBURSED TO THE OFFENDING MEMBER. REINSTATEMENT IN SUBSEQUENT YEARS, AFTER A REVIEW OF THE BOARD, MAY BE ALLOWED WITH REINSTATEMENT FEES AS SET BY THAT BOARD.

SECTION 6. THE BOARD SHALL FIX THE TERMS AND CONDITIONS UPON WHICH GUESTS OF MEMBERS MAY USE THE FACILITIES OF THE CORPORATION.

SECTION 7. ANY PROPERTY OF THE CORPORATION BROKEN OR DAMAGED BY A MEMBER OR GUEST OF A MEMBER SHALL BE PAID FOR PROMPTLY BY SUCH MEMBER. NO PERSON SHALL REMOVE FROM THE PREMISES ANY ARTICLE BELONGING TO THE CORPORATION.

SECTION 8. THE CORPORATION, ITS BOARD OF DIRECTORS, AND OFFICERS SHALL HAVE NO RESPONSIBILITY OR LIABILITY TO MEMBERS OR THEIR GUESTS FOR PROPERTY BROUGHT INTO OR UPON THE CORPORATION, BUILDINGS, GROUNDS, OR PROPERTY.

SECTION 9. THE CORPORATION, ITS OFFICERS, AND DIRECTORS SHALL HAVE NO RESPONSIBILITY OR LIABILITY FOR ANY ACCIDENT OR INJURY TO ANY PERSON OR THAT PERSON'S PROPERTY.

SECTION 10. ANY MEMBER MAY RESIGN BY FILING A WRITTEN RESIGNATION WITH THE SECRETARY, BUT SUCH RESIGNATION SHALL NOT RELIEVE THE MEMBER SO RESIGNING OF THE OBLIGATION TO PAY ANY DUES, ASSESSMENTS OR OTHER CHARGES THERETOFORE ACCRUED AND UNPAID. UPON SUCH RESIGNATION, THE BOARD SHALL NOT REFUND TO THE RESIGNING MEMBER ANY FEES.

SECTION 11. MEMBERSHIP CERTIFICATES ISSUED ON OR BEFORE MAY 31, 1986 SHALL BE TRANSFERABLE OR ASSIGNABLE (SALEABLE) A MAXIMUM OF ONE TIME AS IS DESIRED AND CONVENIENT TO THE MEMBER SUBJECT TO APPROVAL OF THE PROPOSED MEMBER AS OUTLINED IN SECTION 1 OF THIS ARTICLE. A REASONABLE TRANSFER FEE MAY BE LEVIED AS DETERMINED BY THE BOARD OF DIRECTORS. MEMBERSHIP CERTIFICATES APPROVED AND ISSUED BY THE BOARD AFTER MAY 31, 1986 WHETHER NEW, BY TRANSFER, OR AS REPLACEMENT SHALL NOT BE TRANSFERABLE, ASSIGNABLE, OR REFUNDABLE, BUT SHALL BE VOID UPON RESIGNATION BY THE MEMBER OR BY ACTION OF THE BOARD FOR NONPAYMENT OF DUES OR OTHER JUST REASON.

MEMBERS, THEREFORE, WHO LAPSE IN DUES FOR A GIVEN YEAR (SPRING OPEN HOUSE TO SPRING OPEN HOUSE), ARE NOT CONSIDERED IN GOOD STANDING FOR THAT YEAR AND MAY NOT USE FACILITIES THAT YEAR, EXCEPT AS PAID GUESTS OF MEMBERS WHO ARE INDEED IN GOOD STANDING. LAPSED MEMBERS, WHO SUBSEQUENTLY WISH TO RETURN TO GOOD STANDING AFTER A MAXIMUM ONE-YEAR HIATUS GRANTED UP FRONT IN WRITING, MAY BE SUBJECT TO A REINSTATEMENT FEE, AS DETERMINED BY THE BOARD. UNAPPROVED LAPSES AND LAPSES OF MORE THAN ONE YEAR WILL REQUIRE PAYMENT OF INITIATION FEES AS A NEW MEMBER, AND ANY REMAINING OUTSTANDING PAYMENTS OWED TO THE CLUB MUST FIRST BE RETIRED.

ARTICLE IV. GOVERNMENT

SECTION 1. THE CORPORATION SHALL BE MANAGED AND GOVERNED BY A BOARD OF DIRECTORS (BOARD, DIRECTORS, OR B.O.D.) CONSISTING OF NINE (9) MEMBERS. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF NINE (9) MEMBERS, FIVE (5) OF WHOM SHALL BE ELECTED FOR A TERM OF TWO (2) YEARS, AND FOUR (4) OF WHOM SHALL BE ELECTED FOR A TERM OF ONE (1) YEAR. THEY SHALL BE NOMINATED AND ELECTED AT THE ORGANIZATION MEETING. THE FIVE (5) NOMINEES RECEIVING THE MOST VOTES SHALL BE ELECTED TO THE BOARD FOR A TWO (2) YEAR TERM. THE FOUR (4) NOMINEES RECEIVING THE NEXT HIGHEST NUMBER OF VOTES SHALL BE ELECTED TO THE BOARD FOR A ONE (1) YEAR TERM. ALL DIRECTORS ELECTED AT SUBSEQUENT ELECTIONS SHALL BE ELECTED FOR A TERM OF TWO (2) YEARS. A MINIMUM OF FIFTY ONE (51%) PERCENT OF THE DIRECTORS SHALL BE RESIDENTS OF QUAIL HOLLOW SUBDIVISION. THE DIRECTORS SHALL BE ELECTED BY MEMBERS AT THE ANNUAL MEETING OF MEMBERS AND AT SUCH MEETING, THE MEMBERSHIP SHALL VOTE FOR THE NUMBER OF DIRECTORS NECESSARY TO FILL THE EXPIRED TERMS. EACH MEMBERSHIP SHALL VOTE FOR UP TO AS MANY BOARD MEMBERS AS THERE ARE EXPIRATIONS ON THE BOARD. THE CANDIDATES RECEIVING THE MOST VOTES AND AT LEAST A MAJORITY OF VOTES CAST SHALL BE DECLARED ELECTED AS MEMBERS OF THE BOARD TO FILL THE BOARD POSITIONS VACANT AT THAT TIME. IN THE EVENT THAT REGULAR ELECTIONS ARE DELAYED FOR REASONABLE CAUSE, BOARD MEMBERS SERVE UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED.

SECTION 2. ANY MEMBER OF THE BOARD, WHO SHALL CEASE TO BE A MEMBER OF THE CORPORATION OR WHO SHALL BE DELINQUENT IN HIS/HER DUES, SHALL AUTOMATICALLY CEASE TO BE A MEMBER OF THE BOARD.

SECTION 3. THE POOL AND OTHER FACILITIES OF THE CORPORATION SHALL NOT BE CONTROLLED BY ANY PERSON, FIRM, CORPORATION, OR ORGANIZATION OTHER THAN THE BOARD.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. CONSISTENT WITH THESE BY-LAWS, THE BOARD SHALL:

(A) TRANSACT ALL CORPORATION BUSINESS AND PRESCRIBE THE RULES FOR THE REGULATION AND USE OF THE CORPORATION'S PROPERTY. IT MAY APPOINT AND REMOVE SUCH OFFICERS, CLERKS, AGENTS, SERVANTS OR EMPLOYEES AS IT MAY DEEM NECESSARY IN ITS SOLE DISCRETION AND MAY FIX THEIR DUTIES AND COMPENSATION.

(B) APPROVE (BY AT LEAST TWO-THIRDS MAJORITY) OR REJECT APPLICATIONS FOR MEMBERSHIP.

(C) SET INITIATION ASSESSMENTS AND DUES.

(D) FIX, IMPOSE, AND REMIT PENALTIES FOR VIOLATIONS OF THESE BY-LAWS AND RULES OF THE CORPORATION.

(E) SERVE WITHOUT COMPENSATION, EXCEPT THAT, WHEN APPROVED BY AT LEAST TWO-THIRDS (2/3) OF THE BOARD, ANNUAL DUES MAY, FOR BOARD MEMBERS, BE WAIVED FOR AN EXEMPLARY PREVIOUS YEAR'S SERVICE ON THE BOARD, INCLUDING AT LEAST SIXTY-SEVEN (67) PERCENT MEETING ATTENDANCE AND BEING FULLY ENGAGED IN THE CLUB'S GOVERNANCE.

(F) ELECT FROM THE BOARD, WITHIN THIRTY (30) WORKING DAYS AFTER EACH ANNUAL MEETING OF THE MEMBERS, A PRESIDENT, VICE-PRESIDENT, SECRETARY, AND TREASURER, ALL OF WHOM SHALL SERVE WITHOUT REMUNERATION, EXCEPT AS NOTED IN V.1.E ABOVE. IN THE EVENT OF A VACANCY IN ANY ONE OF THESE OFFICES DURING THE YEAR, THE BOARD SHALL HAVE THE POWER TO ELECT A MEMBER OF THE BOARD IN GOOD STANDING TO FILL THE VACANCY FOR THE UNEXPIRED TERM. IN THE EVENT OF A VACANCY ON THE BOARD, A MEMBER IN GOOD STANDING SHALL BE APPOINTED BY THE BOARD TO FILL THE VACANCY UNTIL THE NEXT ANNUAL MEETING.

SECTION 2. UNLESS WAIVED BY THE PRESIDENT DURING FALL OR WINTER, THERE SHALL BE AT LEAST ONE REGULAR MEETING OF THE BOARD

QUARTERLY AT A TIME DESIGNATED BY THE PRESIDENT. THE PRESIDENT OR ANY TWO OR MORE MEMBERS OF THE BOARD MAY CALL SPECIAL MEETINGS OF THE BOARD AS ARE DEEMED NECESSARY OR DESIRABLE AND IN THE BEST INTEREST OF THE CORPORATION.

SECTION 3. NOTICE OF ANY REGULAR OR SPECIAL MEETING OF THE BOARD OF DIRECTORS SHALL BE GIVEN AT LEAST TWO (2) DAYS PRIOR THERETO BY WRITTEN NOTICE, DELIVERED PERSONALLY OR SENT BY MAIL OR IN ELECTRONIC TEXT FORM, TO EACH DIRECTOR AT HIS/HER ADDRESS AS SHOWN BY THE RECORDS OF THE CORPORATION. IF MAILED, SUCH NOTICE SHALL BE DEEMED TO BE DELIVERED WHEN DEPOSITED IN THE UNITED STATES MAIL IN A SEALED ENVELOPE SO ADDRESSED WITH POSTAGE THEREON PREPAID. ANY DIRECTOR MAY WAIVE NOTICE OF ANY MEETING. THE ATTENDANCE OF A DIRECTOR AT ANY MEETING SHALL CONSTITUTE WAIVER OF NOTICE OF SUCH MEETING, EXCEPT FOR THE EXPRESS PURPOSE OF OBJECTING TO THE TRANSACTION OF ANY BUSINESS BECAUSE THE MEETING IS NOT LAWFULLY CALLED OR CONVENED. THE BUSINESS TO BE TRANSACTED AND THE PURPOSE OF ANY REGULAR OR SPECIAL MEETING OF THE BOARD NEED TO BE SPECIFIED IN THE NOTICE OR WAIVER OF NOTICE OF SUCH MEETING.

SECTION 4. A MAJORITY OF THE MEMBERS OF THE ENTIRE BOARD SHALL CONSTITUTE A QUORUM FOR THE PURPOSE OF TRANSACTING CORPORATION BUSINESS, AND THE AFFIRMATIVE VOTE OF A MAJORITY OF THE BOARD MEMBERS VOTING SHALL BE NECESSARY TO PASS ANY RESOLUTION OR AUTHORIZE ANY ACT OF THE CORPORATION UNLESS HEREIN A DIFFERENT VOTE IS REQUIRED. ABSENTEE AND ELECTRONIC VOTING IS PERMITTED PROVIDED THE DIRECTOR REGISTERS HIS/HER VOTE IN WRITING WITH THE SECRETARY WITHIN TWENTY-FOUR (24) HOURS OF THE MEETING.

SECTION 5. ANY ACTION REQUIRED BY LAW TO BE TAKEN IN A MEETING OF DIRECTORS OR ANY ACTION WHICH MAY BE TAKEN IN A MEETING OF DIRECTORS MAY BE TAKEN WITHOUT A MEETING IF CONSENT IN WRITING SETTING FORTH THE ACTION SO TAKEN SHALL BE SIGNED BY TWO THIRDS (2/3) OF THE DIRECTORS.

SECTION 6. EXCEPT WHERE WAIVED BY THE PRESIDENT, AS IN ARTICLE V, SECTION 2, THE BOARD MUST HOLD AT LEAST QUARTERLY FACE-TO-FACE MEETINGS; HOWEVER, VIRTUAL MEETINGS, WHERE BACK-AND-FORTH DISCUSSION IS POSSIBLE PRIOR TO VOTING, ARE PERMITTED FOR INTERIM BUSINESS BETWEEN FACE-TO-FACE MEETINGS. SO-CALLED DISTANCE VOTING IS ALSO PERMISSABLE, RESULTS TO BE RECORDED AS WITH MINUTES OF OTHER BOARD ACTIONS.

SECTION 7. A DIRECTOR MAY BE REMOVED FROM THE BOARD FOR CAUSE AND BY A TWO-THIRD (2/3) VOTE OF THE OTHER BOARD MEMBERS; HOWEVER, SUCH ACTION DOES NOT AUTOMATICALLY REMOVE SAME BOARD MEMBER FROM THE GENERAL MEMBERSHIP.

ARTICLE VI. BOARD OFFICERS

SECTION 1. THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, A VICE-PRESIDENT, A SECRETARY AND A TREASURER, AND SUCH OTHER OFFICERS AS MAY BE ELECTED IN ACCORDANCE WITH THE PROVISION OF THIS ARTICLE. THE BOARD OF DIRECTORS MAY ELECT OR APPOINT SUCH OTHER OFFICERS, INCLUDING ONE OR MORE ASSISTANT SECRETARIES AND ONE OR MORE ASSISTANT TREASURERS AS IT SHALL DEEM DISIRABLE, SUCH OFFICERS TO HAVE THE AUTHORITY TO PERFORM THE DUTIES PRESCRIBED FROM TIME TO TIME BY THE BOARD OF DIRECTORS. NO TWO (2) OF THE MAJOR OFFICES (PRESIDENT, VICE-PRESIDENT, SECRETARY, OR TREASURER) MAY BE HELD BY THE SAME PERSON.

SECTION 2. THE OFFICERS OF THE CORPORATION SHALL BE ELECTED ANNUALLY BY THE BOARD AND SHALL SERVE FOR THE TWELVE (12) MONTH PERIOD NEXT SUCCEEDING. NEW OFFICES MAY BE CREATED AND FILLED AT ANY MEETING OF THE BOARD OF DIRECTORS.

SECTION 3. THE PRESIDENT SHALL BE THE PRINCIPLE EXECUTIVE OFFICER OF THE CORPORATION, SHALL PRESIDE AT ALL MEETINGS OF THE BOARD AND ALL MEETINGS OF THE MEMBERSHIP, SHALL APPOINT COMMITTEES, AND SHALL HAVE GENERAL CHARGE OF AND CONTROL OVER THE AFFAIRS OF THE CORPORATION SUBJECT TO SUCH REGULATIONS AND RESTRICTIONS AS THE BOARD SHALL DETERMINE.

SECTION 4. THERE SHALL BE A VICE-PRESIDENT WHO SHALL PERFORM SUCH DUTIES AS MAY BE ASSIGNED TO HIM/HER BY THE BOARD. IN THE CASE OF DEATH, DISABILITY OR ABSENCE OF THE PRESIDENT, HE/SHE SHALL BE VESTED WITH ALL THE POWERS AND PERFORM ALL THE DUTIES OF THE PRESIDENT. THE VICE-PRESIDENT SHALL ALSO BE CHAIRMAN OF THE OPERATIONS COMMITTEE, HAVING CONTROL OF CLUB FACILITIES SUBJECT TO THE BOARD.

SECTION 5. THE SECRETARY SHALL KEEP THE MINUTES OF THE BOARD OF DIRECTORS MEETINGS AND GIVE AT LEAST TWO (2) DAYS NOTICE TO BOARD MEMBERS OF SUCH MEETINGS AND SHALL NOTIFY THE MEMBERSHIP AT LEAST TEN (10) DAYS IN ADVANCE OF THE ANNUAL MEETING AND RECORD THE MINUTES OF SUCH MEETING. THE SECRETARY SHALL ALSO PREPARE AND MAIL TO ALL MEMBERS NEWSLETTERS AND NOTICES, AND PERFORM ANY OTHER DUTIES ASSIGNED TO HIM/HER BY THE B.O.D.

SECTION 6. THERE SHALL BE A TREASURER WHO SHALL KEEP THE FUNDS OF THE CORPORATION AND SHALL DISBURSE THEM UPON THE ORDERS OF THE BOARD AFTER SUCH DISBURSAL ORDER HAS BEEN ENTERED IN THE MINUTES OF THE BOARD AT A DULY CONSTITUTED MEETING OR APPROVED BY A MAJORITY IN AN ELECTRONIC VOTE, AND WHO SHALL HAVE SUCH OTHER DUTIES AS MAY BE ASSIGNED TO HIM/HER BY THE BOARD. HE/SHE SHALL RENDER A FINANCIAL REPORT AT EACH MEETING OF THE BOARD AND TO THE ANNUAL MEETING OF THE MEMBERSHIP. THE TREASURER SHALL BE BONDED AT

THE EXPENSE OF THE CORPORATION.

SECTION 7. IF REQUIRED BY THE BOARD OF DIRECTORS, THE ASSISTANT TREASURER(S), IF ANY, SHALL BE BONDED AT THE EXPENSE OF THE CORPORATION. THE ASSISTANT TREASURER(S) AND ASSISTANT SECRETARY(IES), IN GENERAL, SHALL PERFORM SUCH DUTIES AS SHALL BE ASSIGNED TO THEM BY THE TREASURER, SECRETARY, PRESIDENT, OR BOARD.

SECTION 8. ANY OFFICER ELECTED OR APPOINTED BY THE BOARD OF DIRECTORS MAY BE REMOVED BY THE BOARD OF DIRECTORS WITH AT LEAST A TWO-THIRDS (2/3) VOTE OF THE REMAINING BOARD MEMBERS, WHENEVER IN ITS JUDGMENT THE BEST INTERESTS OF THE CORPORATION WILL BE SERVED THEREBY, BUT SUCH REMOVAL SHALL BE WITHOUT PREJUDICE TO THE CONTRACT RIGHTS, IF ANY, OF THE OFFICER SO REMOVED.

ARTICLE VII. MEETINGS

SECTION 1. THERE SHALL BE AN ANNUAL MEETING OF THE MEMBERS OF THE CORPORATION HELD IN SPRING PRIOR TO THE OPENING OF THE POOL, AT A TIME AND PLACE DESIGNATED BY THE PRESIDENT. NOTICES OF THE ANNUAL MEETING SHALL BE GIVEN TO ALL THE MEMBERS BY MAIL AT LEAST TEN (10) DAYS PRIOR TO THE DATE OF THE MEETING.

SECTION 2. SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION MAY BE CALLED BY THE BOARD. ALSO, UPON REQUEST IN WRITING OF AT LEAST FIFTY PER CENT (50%) OF THE THEN MEMBERS MADE TO THE SECRETARY STATING THE PURPOSE THEREFOR, A SPECIAL MEETING SHALL BE CALLED BY THE SECRETARY TO BE HELD WITHIN FORTY (40) DAYS THEREAFTER. SPECIAL MEETINGS OF THE MEMBERS MAY BE HELD AT THE CALL OF THE PRESIDENT ON FIVE (5) DAYS NOTICE BY MAIL OR ELECTRONIC TEXT TO ALL MEMBERS. THE NOTICE FOR ALL SPECIAL MEETINGS SHALL STATE THE PURPOSE FOR WHICH THE SPECIAL MEETING IS CALLED, AND NO OTHER BUSINESS SHALL BE TRANSACTED AT SAID MEETING.

SECTION 3. A QUORUM AT AN ANNUAL OR SPECIAL MEETING OF THE MEMBERSHIP CONSISTS OF MEMBERSHIPS PRESENT AT SAID DULY-CALLED MEETING. A SPECIAL BOARD MEETING MAY BE CALLED BY THE PRESIDENT OR THE SECRETARY AND BY ACTION OF TWO-THIRDS (2/3) OF THE MEMBERSHIP OF THE BOARD, A QUORUM MAY BE DECLARED.

SECTION 4. ANY ACTION REQUIRED BY LAW TO BE TAKEN AT A MEETING OF THE MEMBERS, OR ANY ACTION WHICH MAY BE TAKEN AT A MEETING OF THE MEMBERS MAY BE TAKEN WITHOUT A MEETING IF CONSENT IN WRITING SETTING FORTH THE ACTION SO TAKEN, SHALL BE SIGNED BY TWO-THIRDS (2/3) OF THE MEMBERS ENTITLED TO VOTE WITH RESPECT TO THE SUBJECT MATTER THEREOF.

SECTION 5. WHEN NOTICE TO MEMBERS IS REQUIRED, THE

PHYSICAL OR ELECTRONIC MAILING OF SUCH NOTICE TO THE LAST KNOWN ADDRESS OF THE MEMBER SHALL CONSTITUTE NOTICE.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. THE BOARD OF DIRECTORS MAY AUTHORIZE ANY OFFICER OR OFFICERS OR AGENT OR AGENTS OF THE CORPORATION, IN ADDITION TO THE OFFICER SO AUTHORIZED BY THESE BY-LAWS, TO ENTER INTO ANY CONTRACT OR EXECUTE AND DELIVER ANY INSTRUMENT IN THE NAME OF AND ON BEHALF OF THE CORPORATION. SUCH AUTHORITY MAY BE GENERAL OR CONFINED TO SPECIFIC INSTANCES.

SECTION 2. ALL CHECKS, DRAFTS OR ORDERS FOR THE PAYMENT OF MONEY, NOTES OR OTHER EVIDENCES OF INDEBTEDNESS, ISSUED IN THE NAME OF THE CORPORATION SHALL BE SIGNED BY SUCH OFFICER OR OFFICERS, AGENT OR AGENTS OF THE CORPORATION, IN SUCH MANNER AS SHALL FROM TIME TO TIME BE DETERMINED BY RESOLUTION OF THE BOARD, SUCH INSTRUMENT SHALL BE SIGNED BY THE TREASURER (OR A DULY AUTHORIZED ASSISTANT TREASURER) AND BY THE PRESIDENT (OR VICE-PRESIDENT) OF THE CORPORATION.

SECTION 3. ALL THE FUNDS OF THE CORPORATION SHALL BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES OR OTHER DEPOSITORY THAT THE BOARD OF DIRECTORS MAY SELECT.

SECTION 4. THE BOARD MAY ACCEPT ON BEHALF OF THE CORPORATION ANY CONTRIBUTION, GIFT, BEQUEST OR DEVISE FOR THE GENERAL PURPOSES OR FOR ANY OF THE SPECIAL PURPOSES OF THE CORPORATION.

ARTICLE IX. DUES AND ASSESSMENTS

SECTION 1. THE BOARD SHALL ESTABLISH A ONE-TIME INITIATION FEE (WHICH MAY VARY), AND SUCH MONTHLY ANNUAL DUES (WHICH MAY VARY) AS WILL BE SUFFICIENT TO PROVIDE FOR THE CURRENT ANNUAL EXPENSE, PROTECT THE CORPORATE CAPITAL, AND PROVIDE FOR PROPER MAINTENANCE AND IMPROVEMENTS AS SHALL BE BY RESOLUTION ORDERED BY THE BOARD. DUES SHALL BE PAYABLE AS SOON AS THE STATEMENTS ARE SENT BY THE TREASURER TO THE MEMBERSHIP.

SECTION 2. NO DUES OR PARTS THEREOF SHALL BE REFUNDED IN THE EVENT THE OPERATIONS SHALL BE REQUIRED TO BE SUSPENDED FOR ANY PERIOD.

SECTION 3. NO DIVIDEND MAY BE DECLARED AND NO PART OF

THE NET INCOME OF THE CORPORATION SHALL ENURE TO THE BENEFIT OF ANY INDIVIDUAL MEMBERSHIP.

SECTION 4. ANY MEMBER FAILING TO PAY DUES OR ASSESSMENTS ON OR BEFORE THE TENTH (10TH) OF THE MONTH FOLLOWING THAT IN WHICH THE STATEMENT OF HIS/HER INDEBTEDNESS SHALL HAVE BEEN SENT TO HIM BY THE TREASURER SHALL BE NOTIFIED IN WRITING THAT IF SUCH INDEBTEDNESS SHALL NOT BE PAID WITHIN THIRTY (30) DAYS, A DELINQUENT MEMBER'S MEMBERSHIP MAY BE SUSPENDED BY THE BOARD. ANY MEMBERSHIP THUS SUSPENDED SHALL IMMEDIATELY BE NOTIFIED IN WRITING BY THE SECRETARY. AND IF SUCH INDEBTEDNESS IS NOT PAID WITHIN FIFTEEN (15) DAYS AFTER THE MAILING OF SUCH NOTICE, SUCH MEMBERSHIP SHALL CEASE TO EXIST AND THE MEMBERSHIP SHALL LOSE ALL RIGHT TO USE THE FACILITY IF MONEY IS OWED ON A PAYMENT PLAN, AND OTHERWISE THE LAPSED MEMBER MAY ONLY USE THE FACILITY AS A GUEST, AS NOTED IN ARTICLE III, SECTION 11 ABOVE AND SHALL FORFEIT ALL RIGHTS OF SUCH MEMBERSHIP TO THE CORPORATION, ALL IN THE DISCRETION OF THE BOARD.

SECTION 5. UPON THE TERMINATION OF MEMBERSHIP FOR ANY CAUSE, ALL DEBTS OWED UNTO THE CORPORATION BY THE MEMBERSHIP SHALL BE A LIEN AGAINST THE MEMBERSHIP VALUE. THE MEMBERSHIP SHALL BE TAKEN OVER BY THE CORPORATION TO SATISFY SUCH INDEBTEDNESS. IN THE EVENT OF THE ENFORCEMENT OF SUCH LIEN AS HEREINABOVE PROVIDED, THE SIGNATURE OF THE MEMBER HOLDING THE TERMINATED MEMBERSHIP SHALL NOT BE REQUIRED TO PERFECT THE TRANSFER OF THE MEMBERSHIP TO THE CORPORATION OR TO A NEW APPLICANT, AND THE TREASURER OF THE CORPORATION IS AUTHORIZED AS ATTORNEY FOR THE HOLDER OF SUCH MEMBERSHIP RELINQUISHED TO MAKE SUCH TRANSFER. EVERY MEMBERSHIP APPROVED BY THE BOARD IS EXPRESSLY SUBJECT TO PROVISION OF THIS SECTION.

SECTION 6. EACH MEMBERSHIP SHALL BE RESPONSIBLE FOR THE PAYMENT OF ALL CHARGES OF LIABILITY THAT MAY BE IMPOSED UPON OR INCURRED BY MEMBERS USING THAT MEMBERSHIP TO WHICH PRIVILEGES OF THE CORPORATION SHALL HAVE BEEN EXTENDED, AND FOR ALL CHARGES AND LIABILITY IMPOSED UPON GUESTS USING THE CORPORATE FACILITIES ON BEHALF OF SUCH MEMBERSHIPS.

ARTICLE X. BOOKS AND RECORDS

THE CORPORATION SHALL KEEP CORRECT AND COMPLETE BOOKS AND RECORDS OF ACCOUNT AND SHALL ALSO KEEP MINUTES OF THE PROCEEDINGS OF ITS MEMBERS, BOARD OF DIRECTORS, AND COMMITTEES HAVING ANY OF THE AUTHORITY OF THE BOARD OF DIRECTORS AND SHALL KEEP AT THE REGISTERED PRINCIPAL OFFICE A RECORD GIVING THE NAMES AND ADDRESSES OF THE MEMBERS ENTITLED TO VOTE. ALL BOOKS AND RECORDS OF THE CORPORATION MAY BE INSPECTED BY ANY MEMBER OR HIS AGENT OR ATTORNEY FOR ANY PROPER PURPOSE AT ANY REASONABLE TIME

UPON THE GIVING OF ONE DAY'S NOTICE.

ARTICLE XI. FISCAL YEAR

THE FISCAL YEAR OF THE CORPORATION SHALL BEGIN ON THE FIRST DAY OF APRIL AND END ON THE LAST DAY OF MARCH IN EACH YEAR.

ARTICLE XII. SEAL

THE BOARD OF DIRECTORS SHALL PROVIDE A CORPORATE SEAL WHICH SHALL BE IN THE FORM OF A CIRCLE AND HAVE INSCRIBED THEREON THE NAME OF THE CORPORATION AND WORD "CORPORATE SEAL".

ARTICLE XIII. AMENDMENTS

THE MEMBERS SHALL HAVE THE RIGHT TO ALTER, AMEND OR REPEAL ANY BY-LAWS OR PASS NEW BY-LAWS AT THE ANNUAL MEETING OF MEMBERS OR AT ANY SPECIAL MEETING OF MEMBERS CALLED FOR THAT PURPOSE UPON A VOTE OF AT LEAST A MAJORITY OF THE THEN MEMBERSHIP IN GOOD STANDING. WRITTEN AND SIGNED ABSENTEE BALLOTS ARE ACCEPTABLE.

ARTICLE XIV. COMMITTEES

THE PRESIDENT MAY APPOINT SUCH COMMITTEES AS HE/SHE DEEMS NECESSARY. THE DUTIES AND POWERS ASSIGNED TO THE COMMITTEES SHALL BE BY AUTHORITY OF THE BOARD.