

BY-LAWS RIVER OAK SWIM AND RACQUET CLUB INC.

LAWRENCEVILLE, GEORGIA

Current as of November 1999

BY LAWS OF RIVER OAK SWIM AND RACQUET CLUB, INC.

ARTICLE I - NAME

This corporation, chartered under the laws of Georgia under the name and style of River Oak, Inc., is formed as a community and, recreation club, not contemplating financial gains or profits.

ARTICLE II - OBJECTIVE

The special purpose for which this corporation is formed is to acquire, own, maintain, and operate a swimming pool, tennis courts, and other recreational facilities for the use of its members, their families, and guests.

ARTICLE III – CERTIFICATE OF MEMBERSHIP

Section 1

The club shall have certificates of membership, which shall consist of an authorized issue of not more than 250 certificates. Said certificates shall have the privileges and powers and shall be issued with the restrictions, conditions, and limitations as follows:

A. Each certificate shall represent an equal proportionate share of the equity in the net assets of the club upon liquidation, but shall not be entitled to receive any dividend from the surplus earnings of the Club.

B. The Club shall have a lien upon each certificate of membership for any indebtedness owing to it by the owner and no transfer on the books of the club will be made until such indebtedness is Paid in full.

Section 2

The certificates of membership of the Club shall be numbered and shall be entered in the records of the club as they are issued. They shall exhibit the holder's name and shall be signed by the President or Vice President and the Treasurer or the Secretary.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Control

The management and property of the corporation shall be under the control of its Board of Directors as such power is expressly limited herein.

Section 2. Members

The Board of Directors shall consist of eleven (11) members elected at the semi-annual general membership meeting held in October of each year. Six (6) Directors shall be elected on odd years; five (5) Directors shall be elected on even years as previous Directors' terms expire. These terms shall be for two (2) fiscal years commencing November 1. All Directors shall serve without compensation. No person shall be elected to the Board for more than two (2) consecutive terms. They shall hold office until their term expires or their successor is elected and has assumed their duties. Each Director may cast one (1) vote in person.

Section 3. Vacancy

Any vacancy occurring on the Board shall be filled by majority vote of the remaining members of the Board. The appointee shall serve the duration of the unexpired term.

Section 4. Active Membership

Any Director who shall cease to hold membership in the corporation shall cease to be a Director.

Section 5. Quorum

A total of seven (7) Directors shall constitute a quorum for the transaction of business. All business shall be conducted by a majority of those present, unless specified otherwise herein.

Section 6. Regular Meetings

The Board shall meet once a month. The Board shall establish the time and place of the meetings. A regular meeting of the Board of Directors shall be held immediately after the October general meeting of the members. At this meeting, both the current Directors and the newly elected Directors will convene as one body for the purpose of evaluation and discussion of any subject relating to the future betterment of the Club. The election of officers for the next fiscal year, in accordance with article V, shall be the first order of new business at the first meeting of the new Board of Directors. The board meeting shall be open to those members who wish to attend. There will be no participation by visiting members.

Section 7. Special Meetings

Special meetings of the Board may be called at any time by the President or by not less than five (5) Directors. Notice of such special meetings, stating the purpose thereof, shall be given all Directors no less than three (3) days prior to such meeting.

Section 8. Duties

The Board of Directors shall transact all corporate business, including construction of facilities and preparation of rules for use thereof; selection of the depository for corporation funds; provision for annual audit or review of the corporate books and records; and appointment of a nominating committee from Club membership.

Section 9. Removal of Member

Removal of a member of the Board of Directors shall be made by a vote of eight (8) members of the Board or by two-thirds (2/3) majority of the members voting at any general membership meeting.

ARTICLE V – OFFICERS

Section 1. Officers

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. These officers shall be elected annually from members of the Board of Directors and solely by the Board. The elected officers shall take office at the November meeting. An officer may be removed from office by a vote of eight (8) members of the board.

Section 2. Duties of the President

The President shall preside at all meetings of the Corporation. The President shall appoint, subject to confirmation by the Board of Directors, all standing committee chairs and all special committee chairs as may be directed. Standing committee chairs will be as set forth in the By-Laws. The President shall present an annual report of the Board of Directors to the membership at its semi-annual meetings.

Section 3. Duties of the Vice-President

The Vice-President shall have and exercise all powers, authority, and duties of the President during absence Of inability to act. The Vice-President shall maintain the list of current members and maintain a current revised version of the Club By-Laws.

Section 4. Duties of the Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors and of all general membership meetings and any of the meetings which the Secretary is directed by the President to attend. The Secretary shall make a record when a vote has taken place in a Board of Directors meeting. The Secretary shall submit such reports to the Board of Directors as it may require, and to any member in good standing upon written request.

Section 5. Duties of the Treasurer

The Treasurer shall receive and have custody of all funds and securities of the Corporation. When necessary or proper, the Treasurer shall endorse on behalf of the Corporation for collection all negotiable instruments and shall deposit the same to the credit of the Corporation in such bank or banks as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall keep a complete and diligent accounting of all corporate transactions. The Treasurer shall present a written financial report of the membership at its semi-annual meetings. The report shall consist of a Balance Sheet and Operating Statement for the prior year. The Treasurer shall serve as Chairman of the Finance Committee.

Section 6. Bonding

All checks and other instruments shall be signed by any two (2) of the following President, Secretary, Treasurer, and Vice President. Said officers shall be bonded at the expense of the Corporation and in such amount as specified by the Board of Directors.

ARTICLE VI - MEMBERS

Section 1. Membership

A. Membership shall be limited to such persons that pay the initial assessment required by the Board of Directors for membership or by assumption of a charter member's membership. The Board of Directors shall establish the amount of such initial assessment and raise or lower the amount as the Board in its unlimited discretion determines to be proper.

B. Certificates shall be held in the name of one individual only. All family members residing in the same house as the Certificate holder shall be entitled to all of the rights and privileges of membership. Each membership is entitled to one vote.

C. Upon the death of any holder of a membership certificate, the certificate shall be issued to the surviving spouse without cost, and such surviving spouse shall thereafter be considered a certificate holder subject to all of the rules and regulations of membership.

D. Those members on the roll as of October 31, 1979 shall be Charter Members. Any subsequent members, added in accordance with these By Laws, shall be Regular Members. Reference to "members" in these By- Laws shall be deemed to include Charter and Regular Members, except where specifically designated.

Section 2. Application

Application and initial fee for Membership shall be filed with the Membership Chairman on forms provided by the Corporation.

Section 3. Admission

The Board of Directors shall vote upon the admission to the Corporation of each applicant recommended by the Membership Committee and shall confer membership only upon those applicants who shall be approved by two-thirds (2/3) members of the Board present.

Section 4. Transfer of Membership

A. All transfers of membership must be with the consent of the Corporation according to the following:

1. Charter Members

- a. If a charter member desires to sell, transfer, or convey the certificate to the new home owner, then the charter member's certificate is surrendered to the Club and:
 - i. The new owner's name is submitted to the Club.
 - ii. The club issues a new member certificate in the new owner's name.

The book value of the new member's certificate shall remain the same as the charter member's original book value.

- b. If a charter member desires to sell the certificate back to the Club then:
 - i. The charter member submits a letter of intent to sell.

- ii. The Club will contact the prospective member at the top of the buy waiting list. In the absence of a waiting list the charter member's name will be placed on the sell waiting list.
- iii. The prospective member will remit to the Club the current rate of said membership.
- iv. The Club will pay to the charter member the current rate of said membership upon surrender of the membership certificate.

2. Regular Members

- a. If a regular member desires to sell the certificate back to the Club then:
 - i. The regular member submits a letter of intent to sell.
 - ii. The Club will contact the prospective member at the top of the buy waiting list.

In the absence of a waiting list, the regular member's name will be placed on the sell waiting list.

- iii. The prospective member will remit to the Club the current rate of said membership upon surrender of the membership certificate.
- iv. The Club will pay to the regular member the original cost of said certificate.
- v. Regular members joining the Club after November 1, 1992, will receive their original purchase price less twenty-five per cent (25%).

When there is no buy waiting list, if the person holding a certificate on the sell waiting list solicits a new member who meets the qualifications set forth in these By-Laws and is accepted as a member in this Corporation, the said certificate will be moved to the top of the sell waiting list and be reissued to the said new member.

With the exception of those regular members who joined after November 1, 1992, the Corporation shall repurchase said certificate at the face value of the certificate. Membership certificates being repurchased by the Corporation will be placed on a "sell waiting list" in the chronological order in which written notice is received by the Director in charge of membership. Certificates will be resold from the top of the waiting list. The holder of said certificate will be paid as soon as payment is received from the incoming member. In the event there exists "new membership certificates" (never sold), these will be included in the "sell waiting list" alternating with "resale certificates" starting first with a resale certificate.

Initiation fees are only refundable on the basis outlined above when the membership has no outstanding charges or obligations owed to the Corporation.

B. In the event of the dissolution of the Corporation in any manner or for any cause, and in no other event, upon the effective date of the proceeds of the sale of the property of the Corporation after payment of all its just debts and obligations, to the extent of the then value of the certificate owned by the membership, the surplus remaining shall be paid and distributed among the membership of the Corporation on an equal basis.

c. The privileges of a member, except voting rights, may be temporarily transferred by a member leaving the area to his tenant residing in the house of such member, provided that dues and assessments are current and such transferee is acceptable to the Board of Directors; and provided further, that such member may not exercise his privileges of membership, except voting, during the period such transfer is in effect.

D. A member who leaves the area may, retain the membership provided the member remains in good standing.

Section 6. Number of Members

The maximum number of family units having active membership in the Corporation shall be two hundred and fifty (250).

Section 7. Suspension of Member

A. Any member may, for cause and after having been given an opportunity for a hearing, upon not less than five (5) days written notice (which notice shall specify the charges), be suspended for a period not exceeding three (3) months by a two-thirds (2 / 3) vote of the members of the Board of Directors present at any meeting thereof. Cause of suspension shall, in general, consist of violation of these By-Laws or of the rules and regulations of the Corporation, or of conduct detrimental to the interests of the Corporation.

B. The Board of Directors may delegate the Chairperson of the Pool, Tennis, or Grounds Committee or a responsible employee of the Corporation, the power to suspend any or all club privileges for the violation of Corporation rules and regulations without hearing, provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons, therefore, shall be submitted to the President within twenty-four hours. A copy of such report shall be furnished to the suspended member. The President or the Chairperson of the Pool, Tennis, or Grounds Committee may void such suspension.

Section 8. Expulsion of Member

Any member may be expelled and or any member of the family may be denied use of the Corporation facilities for acts and conduct detrimental to the best interest of the Corporation and members thereof. Any member may be removed from membership for conduct deemed detrimental to this Corporation, at any meeting or at any special meeting of the members called for the purpose of an affirmative vote for such action by a simple majority, provided that such member shall have first been given an opportunity to produce his witnesses, if any, and to be heard at the meeting at which such vote is taken. Upon expulsion, the Membership Certificate of said member shall be surrendered together with all rights and interest in this Corporation and its property for face value, less twenty five percent for member joining after November 1, 1992.

Section 9. Privileges

A. All active members of the Corporation shall be afforded the use of the facilities of the Corporation subject to the rules and regulations which shall be posted conspicuously at all times in the Corporation facilities.

B. The Board of Directors shall be rule fix the terms and conditions upon which guests of members may use the facilities of the Corporation.

C. Any property of the Corporation damaged as a result of the fault or misconduct (as determined by the Board of Directors) by a member or member's guest, shall be promptly paid for by such member. No person shall take any article belonging to the Corporation.

D. The Corporation assumes no responsibility for personal property of members or guests which may be brought to or left on Corporation premises. Such members or guests have no claim against the Corporation for said personal property.

ARTICLE VII-COMMITTEES

Section 1. Standing Committees

The Corporation shall have the following standing committees with duties as stated. The members of these Committees shall serve until their successors are appointed.

A. Building and Grounds Committee. To the extent delegated by the Board of Directors, it shall exercise supervision of the building and grounds; shall attend to the improvement and maintenance of the buildings, recreational area, operating equipment and grounds; shall prepare and recommend for approval to the Board of Directors all rules for the operation of recreational facilities, including house rules; and shall employ and supervise persons responsible for enforcement of the rules of health and good conduct. A Board member shall serve as Chair.

B. Social Committee. Shall be responsible for the organization of all scheduled Corporation events; shall coordinate any use of Corporation facilities by members of outside organizations. A Board member shall serve as Chair.

C. Membership Committee. The Membership Committee, in accordance with Article VI, shall investigate and report to the Board of Directors upon the qualification of applicants for membership. A Board member shall serve as Chair.

D. Public Relations Committee. Shall attend to the publication of affairs for the Corporation which are of general interest. Responsible for preparing, printing, and distributing monthly newsletters. A Board member shall serve as Chair.

E. Finance Committee. Shall prepare the annual budget for submission to and approval by the Board of Directors, and make recommendations with reference to financial matters of the Corporation. The Treasurer shall serve as Chair.

F. Pool Committee. To the extent delegated by the Board of Directors, it shall exercise supervision of the pool, bathhouse, and pavilion during pool operational periods. The committee shall attend to the maintenance of the pool and pool facilities; shall prepare and recommend for approval to the Board of Directors all rules for the operation of the pool; and shall employ and supervise the persons responsible for the operation of the pool; and shall employ and supervise the persons responsible for enforcement of pool rules. A Board member shall serve as Chair.

G. Tennis Committee. To the extent delegated by the Board of Directors, it shall exercise supervision of the tennis courts; shall attend to the maintenance of the tennis courts; shall prepare and recommend for approval to the Board of Directors all rules for the operation of the tennis courts. A Board member shall serve as Chair.

H. Youth Activities Committee. To the extent delegated by the Board of Directors, it shall exercise supervision of youth activities.

Section 2. Special Committees

Committees shall be appointed by the President subject to confirmation by the Board of Directors as may be directed.

ARTICLE VIII -FISCAL AFFAIRS

Section 1. Annual Budget

- A. A proposed annual operating budget and a proposed annual capital budget setting forth anticipated revenue and proposed expenditures for the fiscal year shall be prepared by the Finance Committee and presented to the Board for approval not later than the September meeting of the Board of Directors.
- B. A proposed annual budget, as approved by the Board of Directors, shall be distributed to the membership prior to the October general meeting. The budget shall be reviewed periodically and updated as required.
- C. The Corporate fiscal year end shall be September 30 and the cash method of accounting shall be utilized.

Section 2. Dues

- A. The amount of the annual dues shall be established by the Board of Directors.
- B. Bi-annual dues are to be paid in full March 1 and July 1 of each year. Notification of dues will be sent out prior to the due date.
- C. A member is responsible for all dues and assessments until the membership is transferred or repurchased by the Club.
- D. At any regular or special meeting of the membership, the Board of Directors may recommend any assessment deemed necessary, which shall require two-thirds (2/3) vote of the voting members attending for approval, provided the membership has been notified of the nature of the assessment fifteen (15) days prior to the meeting.
- E. An assessment of \$50.00 will be made upon any member who has neither participated in one (1) of the scheduled work days held each year nor received work-day credit for alternate service approved by the Board of Directors.

Section 3. Refunds

There shall be no refunds of dues or special assessments unless specifically approved by the Board of Directors.

Section 4. Delinquency

In case a member does not pay dues or other indebtedness within fifteen (15) days after due date, the member is delinquent and shall be notified of such delinquency by the Treasurer. If the required payment is not made within five (5) days after such notice, the delinquent member shall be subject to a late payment penalty not to exceed 10% of the bi-annual dues each 30 days of delinquency. In addition, during the period of delinquency, all rights and privileges shall be suspended. If such default is not corrected within forty-five (45) days from the date of suspension, the membership shall be disposed of by the Corporation.

Section 5. Liabilities of Members

Members shall be responsible for the payment of all charges or liabilities that may be imposed or incurred by members of their family to whom the privileges of the Corporation shall be extended, and for all charges and liabilities incurred by their guests.

Section 6. Expenditures

Anyone expenditure in excess of one hundred dollars (\$100.00), other than items in the approved budget shall be approved by the Board of Directors.

Section 7. Depositors

The funds of the Corporation shall be deposited only in National Banks, State Banks, or Trust Companies operating in accordance with the laws of the State of Georgia, and only in an institution where the deposits of which are insured by the FDIC.

ARTICLE IX - REGULAR MEETINGS

Section 1. Regular Meetings

General membership meetings will be held in April and October. Any other meetings shall be at the discretion of the Board of Directors.

Section 2. Special Meetings

Special meetings of the members of the Corporation shall be held upon the call of the President as deemed necessary or upon the written consent of twenty-five percent (25%) of the members of this Corporation or by direction of the Board of Directors.

Section 3. Notification

Notice of such regular or special meetings shall be delivered or mailed to the address of such members as it appears on the books of the Corporation at least ten (10) days prior to such meeting. Notice of special meetings shall define nature of the business to be transacted.

Section 4. Quorum

At any general membership meeting, the members of this Corporation present shall constitute a quorum. Unless otherwise required by the By-Laws of this Corporation, a simple majority of those present and voting shall be sufficient to adopt any motion or resolution.

Section 5. Voting

Each membership in good standing will be entitled to one vote for each certificate held. (A membership in good standing is one which has paid all current dues and assessments.) The voting member of a family unit shall be determined by the signing of the register at the start of the meeting. Voting may be by secret ballot if the Board deems it necessary.

Section 6. Voting by Proxy

Members may vote in person or by proxy. If voting is by proxy, it must be on a form provided by the Corporation.

ARTICLE X - AMENDMENT OF THE BY-LAWS

Section 1. Proposals

Proposals for Amendment of these By-Laws must be sponsored by at least ten (10) memberships and shall be submitted in writing to the Secretary who shall then present such proposals at the next meeting of the Board of Directors. The proposals and recommendation of the Board must then be place upon the agenda of the next regular or special meeting of the membership, provided that such proposal is submitted at least three (3) weeks in advance of such meeting. Approval by two-thirds (2/3) of a quorum shall be required in order to accept any proposals.

ARTICLE XI - GENERAL

Section I. Operating Rules

The Board of Directors shall have the power to approve changes, deletions or additions to the rules governing use of the corporate facilities provided that these changes, deletions, or additions are compatible with the current general rules established herein.

Section 2. Rental of Corporate Facilities and Equipment

Rental regulations and rates shall be established by the Board of Directors.

Section 3. Guests

Guests (other than extended house guests) must be accompanied by an inviting member in good standing. All members must register their guests and pay the designated guest fee. The term guest is not to apply to anyone actively participating in a group function sponsored by the Club.

Limitations on guest privileges shall be specified within the current pool and tennis rules and regulations.

Prospective members may be admitted as guests for a one-time introductory visit of the facilities when accompanied by a Board member.

All guest fees are to be paid by the member.

Section 4. Insurance

The Corporation shall insure itself against accident or injury to any person from corporate acts and property damage.

Section 5. Parliamentary Authority

Roberts Rules of Order, revised, shall govern this Corporation in all cases in which they are consistent with these By-Laws.

ARTICLE XII - NOMINATION & ELECTION

Section 1. Committee

At the July Board meeting the President shall appoint a chairperson from the general membership, on the approval of the Board of Directors, to head the special committee of Nomination and Election. The Chairperson of the Nomination and Election Committee shall then select a committee from the general membership. The committee shall prepare a slate of candidates from the general membership for the October election.

Section 2. Nomination

Prior to the October meeting, the Nomination and Election committee shall notify the general membership of its proposed slate of candidates for the October election. The slate of candidates shall be presented to the Board of Directors at the September Board meeting.

Section 3. Election

It shall be the responsibility of the Nomination and Election Committee by the day of the election to have prepared the ballots. The Committee shall control the distribution of the ballots, count the votes, and announce the election results before the close of the October general meeting. Candidates receiving the highest number of votes will be duly elected to the Board of Directors.

First Amendment to By-Laws of River Oak Swim & Racquet Club Inc.

This Amendment, which was approved by a majority of the membership present at the General Membership Meeting, held April 16, 2023, shall amend and supplement the By-Laws of River Oak Swim & Racquet Club Inc. dated November 1999 as follows:

Article VIII – Fiscal Affairs, Section 2. Dues, Item B. is hereby amended to read:

Bi-annual dues are to be paid March 1 and June 1 of each year. Notification of dues will be sent out prior to the due date.

Article VIII – Fiscal Affairs, Section 2. Dues, Item E. is hereby amended to read:

An assessment of \$50.00 will be made upon any member who does not participate in one (1) of the scheduled work days held each year nor received work-day credit for alternate service approved by the Board of Directors. This assessment shall be billed with the first bi-annual dues payment March 1. This amount (\$50.00) shall be credited back to any member who completes service as prescribed above.

IN WITNESS WHEREOF, the undersigned hereby executes this Amendment by signing below and affixing the corporate seal.

This 11 day of June 2023.

River Oak Swim & Racquet Club, Inc.

By: WDS
William D Spratlin President

Attest:

By: Sherri Fowler
Sherri Fowler Secretary

