

BYLAWS OF RIDGELAND FOREST SWIM & RACQUET CLUB

ARTICLE I

Name

This club is incorporated in the State of Georgia by the name “Ridgeland Forest Swim & Racquet Club, Inc” (hereinafter referred to as RFSRC).

ARTICLE II

Purpose

RFSRC is organized to establish, maintain, and operate swim and tennis facilities on a nonprofit basis to provide recreational and social opportunities exclusively for member families and their guests.

ARTICLE III

Membership

Section 1

Membership in RFSRC consists of residents in the neighborhoods nearby as identified and targeted by the Board of Directors. All prospective members making written application to join will be voted upon and must be approved by the majority at a scheduled meeting of the Board of Directors. Membership in RFSRC will not be denied on the basis of race, religion, national origin, marital status, or sex. Upon acceptance as members, all are subject to these bylaws and to the rules for use of the club facilities as written and provided by the Board of Directors.

Section 2

Membership options are classified as vested membership and associate membership defined as follows:

Section 2A Vested Membership:

- Active Members - having applied to, and received approval by majority vote of, the Board of Directors, and having paid an initial membership fee and first year annual dues, Active Members are issued a Certificate of Beneficial Interest. Members of their household and their guests are eligible to use all club facilities and participate in all social events subject to these bylaws and facility rules as provided by the Board of Directors. Active Members are entitled to one vote per certificate at scheduled membership meetings, and they are eligible to serve if elected on the Board of Directors.

Section 2B

Active membership is limited to 125 families. When active membership reaches the limit a waiting list shall be established and new members will be

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accepted in the order in which applications are received once existing memberships become available.

Section 2C

Active members moving from one home to another may keep their membership, or they may transfer the membership to the purchaser of their home. If choosing to transfer membership to the purchaser, the member must notify in writing, and the purchaser must apply and be approved by majority vote of, the Board of Directors. No other transfers of membership certificates will be permitted.

Section 2D

Active members wishing to resign from membership may do so by notifying the Board of Directors. Resignation does not remove a member's obligation to pay any outstanding dues or assessments, and such obligations may be placed as a lien upon the face value of the membership certificate. Request for a refund of initial membership fees must be submitted to the Board in writing. The request will only be honored when active membership levels reach the maximum of 125 families (80 families for those members joining before May 21, 1989) and an approved prospective member is ready to purchase the resigning member's certificate. The refund amount will be the purchase price of the certificate when it was issued. No other sale of membership certificates will be permitted.

Section 2E

Upon written request and approval by the Board of Directors, active members may be granted inactive member status and be relieved of obligation to pay annual dues, fees, and assessments for up to a year. Such status will make the member and all within their household ineligible to use all club facilities or participate in social events while they are inactive members. Prorated dues for periods of less than a year and/or a reactivation fee will be determined by the Board of Directors. Inactive status for any time period may not be granted more than twice in any five consecutive years.

Section 2F

Cessation of active membership does not require transfer of the Certificate of Beneficial Interest into the possession of RFSRC. The Board of Directors is authorized to cancel the Certificate on their records and reissue a new certificate in its place.

Section 2G

- Honorary Members – having been Active Members for fifteen years and having no children under age 18 in the household, Honorary Members no

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longer pay annual dues, maintenance fees, or assessments. They maintain all membership rights as defined for Active Members. Honorary membership status is nontransferable – members may transfer or sell their membership, as do active members, though the membership reverts to active status and all conditions and obligations apply.

Section 2H Associate Membership:

Associate membership is an annual membership and may be offered from one year to the next only at the discretion of the Board of Directors. Associate members do not have vested interest in RFSRC, are not eligible to vote and cannot serve on the Board of Directors. They are subject to all applicable bylaws and facility rules.

- Adult Social Membership is offered to adults age at least 21, upon application and approval by the Board of Directors. Members will be invited to and may participate in the social activities of the club. Access to the pool deck and use of the pavilion and grill is included. Social membership does not include use of the pool, tennis courts, or the option to invite guests to use the pool or tennis courts.
- Grandparent Membership – entitles former active members to invite immediate family children and grandchildren for use of the facilities.
- Sponsored Membership – active and honorary members in good standing may offer to sponsor neighbors and friends. Sponsors are responsible for ensuring sponsored members become familiar with applicable bylaws and facility rules. Upon application to and approval by the Board of Directors, and upon payment of annual dues and maintenance fees, sponsored members are entitled to use of all facilities and participation in all events and activities of the club. Sponsorships must be individually reviewed and approved annually by the Board of Directors for continued membership.

Section 3

Membership may be suspended for failure to pay annual dues, fees and assessments by established deadlines, for failure to follow facility rules and procedures, and for conduct inappropriate within the family friendly environment that RFSRC members expect. Board Members individually, or designated employees responsible for enforcing facility rules, may suspend members and their guests for up to 48 hours. A written incident report detailing such action and the cause must be submitted to the Board of Directors the same day. Members may be suspended for a longer period or expelled from membership by a two-thirds vote of the Board of Directors. Such action requires a hearing with at least 14 days notice in which the member must be invited and allowed to speak. Upon request, members suspended or expelled will be granted a meeting of vested membership to appeal for reinstatement. Suspension or expulsion will not entitle a member to any refund of dues, fees or assessments.

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Section 4

Members are responsible and must pay for any damage to RFSRC property or the property of other members caused by themselves, their household members and guests. Members use the facilities at their own risk. RFSRC will not be responsible for any accidents or injuries resulting from such use.

ARTICLE IV

Dues and Assessments

Section 1

Membership fees, annual dues and assessments are to be reviewed annually by the Board of Directors as part of the budgeting process to ensure that income generated is sufficient to meet operating expenses each year. Any changes, to include incentives above \$75 per member per annum used to attract new members involving a reduction or waiver of fees, dues, or assessments, must be proposed by the board and approved by a two-thirds majority of memberships represented at a scheduled membership meeting. Rates remaining the same from one year to the next do not require action or approval by membership.

Section 2

An initial membership fee of \$400.00 is assessed to all new members wishing to join RFSRC as vested active members. The fee may be paid in monthly installments as mutually agreed upon by the Board of Directors and the new member. Such agreements may vary from one member to the next but the membership fee must be paid in full prior to April 1st of the following calendar year. Members making installment payments are not eligible to vote until the membership fee is paid in full. The Board of Directors may assess a late fee or suspend membership privileges for failure to make payments in a timely manner.

Section 3

Annual dues of \$300.00 for active members and \$375.00 for sponsored members are due on May 15th. The Board of Directors may assess a late fee to members failing to make payment on or before the due date. Members who have not made payment are not allowed to use club facilities or participate in club activities until the dues are paid in full. Sponsored members will be issued nonrefundable credit of \$75 in each year of membership to be applied as annual installments toward payment of initial membership fees. Accumulated credit of \$450 will result in a change from sponsored to active membership. Annual dues for the Adult Social Membership are \$100.00 per season. Annual dues for the Grandparent Membership are \$75.00 per season.

Section 4

An annual maintenance assessment of \$100.00 for both active and sponsored members is due on July 1st. Workdays will be scheduled to allow members (age 15 or older) to earn work credit to offset the assessment. Each two-hour increment of work earns \$25.00 of credit. Credit will not be granted for time periods of less than the two-hour increment. Eight hours of work (four

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increments) will completely offset the assessment. The property, pool, and tennis court committee chairpersons will coordinate the workday activities and keep records of all qualified work credit earned by members. Additional projects may be identified by the Board of Directors and provided for members looking to earn credit at times other than the scheduled workdays. Disputes concerning work credit will be resolved by the Board of Directors whose decisions may be appealed at a called or scheduled meeting of vested membership. Maintenance assessments are not applied to new members in their initial year of membership.

Section 5

A special assessment if needed will be proposed and voted upon at a scheduled meeting of the vested membership and are due as specified at the meeting. Approval of the assessment requires a two-thirds majority of voting memberships represented. The Board of Directors may assess a late fee to members failing to make payment on or before the due date.

Section 6

The capital improvement fund will be a line item of the budget each year funded at five percent of budgeted annual dues expected from all club members. Five percent (5%) of the actual collected dues will be transferred to the capital improvement fund at the end of each fiscal year (October 31). Thirty percent (30%) of the 5% placed into the Capital Improvement Fund will be designated for tennis court repair/maintenance beginning 10/31/09. In the event that fund balances are used to pay operating expenses, an assessment will be administered to active and sponsored club members the following year to restore the fund balance. If actual budgeted activity allows for additional funding, the Board of Directors may make additional contributions to the fund. Distribution from the capital improvement fund shall be considered at a scheduled meeting and voted upon by the vested membership.

Section 7

Active, honorary and sponsored members may invite guests to use the pool and other club facilities. Guests must be accompanied by the inviting member and are subject to all applicable bylaws and facility rules. Each guest is allowed a maximum of five visits to the pool and other club facilities per season. Exceptions to the five visit limit may be granted by the Board President for extended family members and friends visiting from outside the local area. The Board of Directors will establish rates for guest fees and maintain policies and procedures allowing members to host parties and other social events using the pool and other club facilities.

Section 8

No part of dues or assessments will be refunded if the pool or other facility operations are suspended for any length of time. If operations are suspended by action of the state or county government, which is beyond our control, yearly dues or a portion there of will still be required to be paid by membership to maintain the integrity of the facilities. The Board of Directors may by majority vote reduce or eliminate dues and assessments for members in exchange for goods or services provided to RFSRC. Upon termination of a membership or upon purchase of a

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membership, dues and assessments will be refunded or payable on a prorated basis per ARTICLE III Membership Section 2D.

ARTICLE V

Board of Directors

Section 1

The activities and facilities of RFSRC will be managed and operated by the elected Board of Directors who shall by majority vote, unless otherwise stated, govern the affairs of the organization in accordance with these bylaws including development and adoption of the annual budget and addressing the recommendations of the Audit Committee. All rules for use and operation of the facilities and all policies and procedures established must be approved by the Board of Directors before they are enforced.

Section 2

The Board of Directors consists of ten vested members to include as officers the President, Vice President, Secretary and Treasurer. All serve without compensation except that maintenance assessments are waived for the years in which they serve as Director. The term of office is two years beginning November 1st with five members elected to office each year during the September Membership meeting. Board members may be re-elected by the membership to a second term, but will become ineligible to serve for one year following the second term in office.

Section 3

Nominations for the office of Director will be made by the Nominating Committee; or by written petition along with written consent of the nominee to the Secretary in advance of the election; or orally by a vested member from the floor along with oral consent of the nominee at the September Membership meeting.

Section 4

Vacancies on the board may be filled by an appointee, nominated by the President and approved by majority vote of Board members to complete the unexpired term. Such appointees are subsequently eligible to be elected by membership to one full term in office.

Section 5

The Board of Directors will meet no less than once per month between February and October each year. Meetings may be called by the President or by request of a majority of Board Members. At least one week advance notice of scheduled meetings will be given to each director, but a director may waive notice of any meeting. The Board of Directors may by two-thirds majority vote of all Directors remove from office any Board member for any cause to include absence from three consecutive scheduled meetings without valid cause. The membership will be notified of and invited to attend all meetings of the Board of Directors.

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Section 6

The presence at a scheduled meeting of six elected directors will constitute a quorum for the transaction of business, and the acts of the majority present will constitute the acts of the Board of Directors unless otherwise required. If all board members consent in writing or via e-mail to any action, such action will be valid as though it had been authorized at a meeting of the Board of Directors.

Section 7

Each person who acts as Director or Officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred in connection with the defense of action suit or proceedings in which the person is made a party by reasons of being or having been a Director or Officer of the Club, except in relation to matters of liability for gross negligence or willful misconduct in the performance of duties. The right of indemnification provided herein shall insure to each Director or Officer referred to whether or not he is Director or Officer at the time such costs or expenses are imposed or incurred, and in the event of death shall extend to the person's legal representatives. RFSRC will purchase and maintain Directors' and Officers' liability insurance in an amount not less than One Million Dollars (\$1,000,000.00).

ARTICLE VI

Officers

Section 1

The October meeting of the Board of Directors, to include all outgoing and incoming Board Members, is the reorganizational meeting each year. Board Members elected to serve for the upcoming year will elect from among their membership the officers of the board: a President, Vice President, Secretary and Treasurer, each of whom will serve a one year term beginning November 1st. Officers may be re-elected from year to year while they remain Board Members. The newly elected President will appoint from the remaining Board Members the Chairpersons of the Standing Committees.

Section 2

The President is the principal administrative officer of RFSRC, presiding at all meetings of Membership and of the Board of Directors. The President appoints special committees and task forces as needed, executes the mandates of the Membership and the Board of Directors, signs and executes contracts, and is an ex-officio member of all committees except the Nominating and Audit Committees. The President signs all contracts along with the Secretary and signs all checks along with the Treasurer. The President votes on motions brought before the Board only when needed to break a tie.

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Section 3

The Vice President has the responsibilities and performs duties as assigned by the President. The Vice President assumes all duties and authority of the President when the President is absent or unavailable. The Vice President serves as Chairperson of the Nominating Committee and is an ex-officio member of all committees except the Audit Committee. The Vice President takes a primary role in the periodic review of bylaws and the development and proposal of rules and procedures for facility use to be adopted by the Board of Directors.

Section 4

The Secretary provides notice of and maintains written records of all meetings of Membership and of the Board of Directors. The Secretary signs legal documents along with the President, conducts general correspondence on behalf of RFSRC, and performs all administrative duties consistent with the office of Secretary.

Section 5

The Treasurer ensures proper collection and deposit of all income, adequately documents all disbursements, reconciles bank statements, and provides financial reports detailing financial activity to the Membership and the Board of Directors. The Treasurer records dues, assessments and fees received from members, provides listings to the Board of Directors of members in arrears, and maintains custody of all financial assets, depositing them in the accounts of RFSRC. The Treasurer is authorized to pay approved and documented bills and, along with the President, signs all checks. The Treasurer prepares tax reports for local, state and federal agencies as required by law, maintains open records subject to examination by the Audit Committee at any time, and submits audited financial reports to RFSRC members at the Spring Membership Meeting. The Treasurer serves as a member of the Finance Committee, maintains custody of and issues the Certificate of Beneficial Interest when membership fees are paid in full, and performs all duties expected by the Board of Directors and relevant to the office of Treasurer.

ARTICLE VII

Meetings

Section 1

An annual meeting of the Membership is held in September to elect five Board Members and one Audit Committee member and one Nominating Committee member for a two year term to begin the next fiscal year. Amendments to bylaws, reports of the Board of Directors and the standing committees, plus any other business needing consideration of membership are included on the agenda. The agenda for the meeting and a listing of nominees to be voted upon are included as part of membership notification.

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Section 2

Special meetings of the membership may be called as needed any other time of the year by the President, by majority vote of the Board of Directors, or by ten percent of vested memberships in written notice to the Secretary. Notification of a special meeting must describe its purpose and no other business of RFSRC may be acted upon at the meeting.

Section 3

Notification of the semi-annual meeting requires a minimum of 14 days advance notice. Notifications of special meetings require a minimum of five and a maximum of 30 days advance notice. Notification must identify the date, time, and location of the meeting. Notification by mail to the known address constitutes notice, as does the combination of email and a follow-up telephone contact or message.

Section 4

The presence at a scheduled membership meeting of twenty percent of vested members constitutes a quorum. Voting by written proxy delivered to the Secretary in advance of the meeting is allowed and will contribute to a quorum, but only for items included on the ballot as part of notification that remain unmodified at the meeting.

Section 5

Vested members are allowed one vote per membership certificate. Voting by show of hands is acceptable, though any member may request and be granted a roll call vote or a written ballot. Meetings will be conducted using procedures of Roberts Rules of Order unless they conflict with the requirements of these bylaws.

ARTICLE VIII

Committees

Section 1

The Standing Committees of RFSRC are:

- Membership – identifies and provides information to new residents including description of the club, facilities and application procedures. The committee maintains membership records and publishes a membership directory annually.
- Social – plans and coordinates implementation of social events and activities for all members. Informs members of activities by notices, newsletters and email reminders. Schedules special events and takes lead responsibility for establishment of rules and conditions for private parties.
- Pool – The Pool Committee is comprised of two elected members who serve as dual chairpersons to ensure the pool is properly maintained and

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- arrange for needed repairs and maintenance to keep the pool in good operating condition.
- Tennis – ensures tennis courts are properly maintained and arranges for needed repairs and maintenance to keep the tennis courts in good operating condition.
- Property – maintains and improves upon the landscaping of RFSRC property. Plans workday activities and provides written record of qualified work credit granted to members in coordination with Chairpersons of Pool and Tennis Committees.
- Long Range Planning – The Chairperson of the Long Range Planning Committee is appointed by the Board to develop and evaluate proposals for future improvements to facilities and possible uses of the Capital Improvement Fund.

Section 2

Chairpersons of the Standing Committees are members of the Board of Directors appointed by the President to one year terms. They may be appointed to successive terms while serving on the Board. The President and Vice President are ex-officio members of the standing committees. Each committee consists of as many members deemed necessary by the Chairperson or persons of respective committees. Each Chairperson is responsible for tracking maintenance hours fulfilled by each committee member and reporting the hours to the Treasurer for appropriate credit. Rules and policy established by the committees must be consistent with these bylaws and are subject to the approval of the Board of Directors.

Section 3

The Nominating Committee develops a slate of vested members as candidates each year to fill five positions on the Board of Directors and one position each on the Audit and Nominating Committees. As a minimum two candidates will be presented by the Nominating Committee who have a financial or budgeting background sufficient to facilitate the Audit Committee or Treasurer position. The Nominating Committee is chaired by the Vice President and includes two additional vested members, who cannot succeed themselves, elected by membership to serve alternating two-year terms. Members of the Board of Directors, other than the Vice President, are not eligible to serve on the Nominating Committee.

Section 4

The Audit Committee reviews the financial records of RFSRC at the end of each fiscal year and at other times of the year as they deem necessary, reporting their findings and recommendations to the Board of Directors and at the March Membership meeting. The Audit Committee consists of two vested members elected to alternating two year terms. They cannot succeed themselves. Members of the Board of Directors may not serve on the Audit Committee.

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ARTICLE IX

Miscellaneous

Section 1

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by two-thirds (2/3) majority vote of the membership present at any regular meeting or at any special meeting, if at least fourteen days written notice is given to each member of intention to alter, amend, or repeal or adopt new bylaws.

Section 2

No part of these bylaws will be construed to permit the Board of Directors to borrow or incur debt without the specific approval of membership at a properly called meeting. Any member who voluntarily co-signs financial debt for RFSRC will maintain a voting membership on the Board of Directors while the debt is outstanding.

Section 3

RFSRC operates on a fiscal year basis beginning the first of November and ending the last day of October each year. RFSRC will not engage in any activity, action or practice which would jeopardize eligibility for nonprofit tax-exempt status.

Section 4

In the event of dissolution or liquidation of RFSRC, and after payment of all debts and obligations, to include expenses of returning the property to its natural state, membership Certificates of Beneficial Interest will be a lien upon any remaining assets to include the proceeds from the sale of property. After payment of all certificates outstanding, any remaining assets will be distributed evenly among current vested membership.