

BOARD RECOMMENDATION: APPROVE

AHSTC Members: The proposed by-law amendments by the Board of Trustees contain several changes which are for formatting and presentation purposes only. There are also several significant changes for the membership to consider. Following is a summary of the amendments which the Board has determined to be of significance to the membership as a whole.

Article II, Section 1, A: A change to affirm the Board's prior policy that family memberships may be held jointly by registered domestic partners and same-sex couples who have been legally married. A change to state that any member may be required to present proof of marriage or registered domestic partnership upon request of the Board.

Article II, Section 1, B: A new section is added to define who may be considered the child of a family member, and to require that a member provide proof to the Board of dependency upon request.

Article II, Section 1, C: A change to affirm that long-term household guests must be approved by the Board annually.

Article II, Section 2, B: A change to increase the maximum number of senior memberships.

Article II, Section 3, A: A change to clarify the definition of a "home" of a pre-1994 member.

Article II, Section 3, C: A change to affirm the policy and procedures for Conditional Inactive status.

Article II, Section 3, F: A change to affirm that dissolution of a registered domestic partnership is included in the divorce provisions in the by-laws. A change to define the amount of time that a member (who will lose membership as part of a divorce or dissolution) must notify the Club of his/her intention to purchase another family membership. A change to clarify the priority of which a non-retaining member may be offered to purchase a membership following a divorce or dissolution.

Article II, Section 3, G, 2, a: A change to affirm that a pre-1994 member may only transfer a membership to a child that is at least 18 years old. A change to clarify that if a pre-1994 member transfers its membership to a child, the provisions of a home-sale transfer only apply when there has been a sale of the pre-1994 member's primary residence to the same adult child transferee.

Article II, Section 5, A: A change to clarify the transfer fee amount for the purchase of a senior member.

Article II, Section 5, B: A change to clarify the breakout between sales fee and transfer fee. A change to add that a senior member that has left the club may return to membership within 2 years without paying the transfer fee.

Article II, Section 7: Adding a definition of when a member is "in good standing".

Article II, Section 9 (2), d: A change that allows senior members to fill open Board positions under certain circumstances.

Article III, Section 6: A change to recognize that technology allows Board members to occasionally attend a Board meeting in alternate manners.

Article III, Section 8: A change that affirms long-standing policy to waive Facility Upkeep Fee for Board members.

Article V, Section 2: A change that affirms policy that the VP/Teams may delegate teams duties to other members of the Board.

Article VIII, Section 1: A change that removes the requirement of a nominating committee and provides that nominations can be made directly to the Board Secretary.

Article IX, Section 3, B: A change affirming the voting weight of a senior membership.

Article IX, Section 4: A change clarifying the policies and procedures related to proxy voting.

Article IX, Section 6: A change affirming the voting weight of a senior membership.

Article X, Section 4: A change revising the dates at which a late fee is charged and when the Club may repossess a membership.

Article XI, Section 1: A change to revise the policies related to suspensions or expulsions from the Club.

Article XIV, Section 2, B: A change affirming the voting weight of a senior membership.

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ARTICLE I

Purpose

Section 1

The purpose of this Club is to further the health and general welfare of its members, their immediate family and children, by providing sanitary and safe swimming and necessary facilities and each other incidental activities as are appropriate to his/her purpose.

ARTICLE II

Membership

Section 1

(A) A family membership shall include an individual or an individual and his/her spouse. The term "spouse" shall be defined to include individuals who are legally married in any jurisdiction or are registered domestic partners under Washington law. Proof of legal marriage or Registered Domestic Partnership must be provided to the Board of Trustees ("Board") upon request.

(B) The privileges of facilities use shall extend to legally dependent children of and relatives resident with the member. Legal dependency shall be determined by the member's federal tax return which must be presented to the Board upon request for membership verification purposes only.

(C) Temporary facilities privileges may be extended to long-term household guests of the member upon written application to the Board by the member and written application must be made each year such privileges are desired.

(D) A senior membership shall include privileges of the facilities only for a member and/or spouse meeting the requirements of Section 9.

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Section 2

(A) The maximum number of family memberships permitted for sale by the Club shall be 370.

(B) The maximum number of senior memberships permitted for sale or transfer by the Club shall be 70.

Section 3

(A) A member with a family membership held prior to 01/21/1994 who sells his/her primary residence on the records of the Club may, upon written notice to the secretary of the Club, transfer his/her membership to the purchaser thereof. If not so transferred and member no longer wishes to remain a member, such member shall offer his/her membership to the Club, but the Club shall not be obliged to purchase same. If the Club elects not to purchase such membership, it must be offered through the Club for sale to those persons on the Interested Buyers List maintained by the Club in the order of their priority. The selling price of memberships to the Club or to persons on the Interested Buyers List shall be Six Hundred Dollars (\$600.00), or such price as the Board shall set. In the event

there is no Interested Buyers List, the membership can be disposed of as stated in Section 3 (B) and (C).

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(B) A member with a family membership held prior to 01/21/1994 may sell his/her membership at any time by first offering it to the Club, but the Club shall not be obliged to purchase the same. If the Club elects not to purchase such membership, it must be offered through the Club for sale to those persons on the Interested Buyers List maintained by the Club in the order of their priority. In the event there is no Interested Buyers List and the Club elects not to purchase his/her membership, he/she may then sell or transfer his/her membership to such person as he shall see fit. Any such transferee or purchaser shall indicate, in writing, his/her knowledge and acceptance of the rules, regulations and by-laws of the Club. The selling price of memberships to the Club or to persons on the Interested Buyers List shall be Six Hundred Dollars (\$600.00) or as the Board shall set.

(C) A member shall petition the Board in writing if he wishes to place his/her membership in a Conditional Inactive status.

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(1) Loss of job, temporary job relocation, medical difficulties, or other hardships, shall be grounds for Board approval.

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(2) As a Conditional Inactive member, the annual membership dues are waived. The Facility Upkeep Fee, Capital Assessments, and any other annual fees charged to members are not waived.

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(3) The Board may offer the temporary use of the membership to a party on the Interested Buyers List in order of priority for the remainder of the season. The fee owed for usage shall be equal to the annual dues that are waived for the Conditional Inactive member. The temporary usage privilege shall be effective for one season only. The temporary usage privilege is non-transferable and non-voting.

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(4) If the voting member wishes to return to Active status, they must pay the pro rata dues for the remainder of the season.

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(5) Conditional Inactive status can only be used one-time per membership.

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(F) In the event of a divorce or dissolution of a Registered Domestic Partnership, the family membership shall be reverted to one of parties to a family membership. The Board must receive prompt notification in writing as to who will hold the Membership Certificate for the Club as determined by the court. The other member shall lose their membership privileges. The member losing membership privileges may petition the Board within 6 months to be offered the opportunity, prior to those on the Interested Buyers List, to purchase a separate family membership.

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(G) Effective 01/21/1994, the transfer and sale of family memberships shall be as follows:

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(1) Any memberships last purchased or transferred prior to 01/21/1994 may be sold as specified in Article II, Section 3, paragraphs (A) and (B).

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(2) Upon purchase by a member after 01/21/1994, the membership becomes non-transferable and may not be sold.

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a. An existing membership last purchased or transferred prior to 01/21/1994 may be transferred from parent to adult child (over 18 years old) and retain its right to be sold as specified in Article II, Section 3, paragraphs (A) and (B). Article II, Section 3, Paragraph (A) is only applicable to this section if the adult child purchases the

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home of the parent. This family hand-down transfer can be made only once. There shall be no Transfer Fee imposed for this transfer.

b. After the adult-child transferee sells the membership, it becomes non-transferable.

c. The Club shall assign a new membership number and retire the pre-01/21/1994 membership number.

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(4) A Transfer Fee shall be imposed on all membership purchases in accordance with Article II, Section 5(A).

(5) Any reposed memberships held by the Club after 01/21/1994 shall become non-transferable and may not be sold.

(6) Any memberships held by the Club shall be offered to parties identified on the Interested Buyers List in order of priority.

(7) The purchaser of the membership purchases the right to usage of the Club facilities.

(8) Upon the sale of the last transferable membership (Member #001 through #325), Article II, Section 3, paragraph (A) and (B) shall be deleted from the by-laws.

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Section 4

Upon membership limit as stated in Article II, Section 2 being filled, the Club shall maintain an Interested Buyers List. The Board shall maintain the list for prospective membership in a fair and equitable manner and in accordance with Article II, Section 3 Paragraph (B).

Section 5

A Transfer Fee shall be assessed on each family and senior membership at time of sale or transfer.

(A) For family memberships purchased through private sale or from the Club after 01/21/1994 a Transfer Fee of two hundred dollars (\$200.00), or as set by the Board, shall be assessed on each family membership transfer. The Transfer Fee shall be in addition to all other dues, assessments, charges and fees, encumbered on the membership. The Transfer Fee for senior memberships shall be one hundred dollars (\$100.00), or as set by the Board.

(B) For memberships purchased through the Club after 01/21/1994, a Membership Sales Fee (in addition to a Transfer Fee) shall be imposed as follows, or as set by the Board.

(i) Seven hundred dollars (\$700.00) for a senior membership where the senior has no prior Arbor Heights membership in the past 2 calendar years.

(ii) One thousand four hundred dollars (\$1,400.00) for a family membership. The Membership Sales Fee shall be in addition to all other dues, fees, penalties or assessments encumbered on the membership.

Section 6

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Section 7

A member shall not have use of the facilities until all dues, assessments, fees and charges from the present year or previous years are paid. Upon payment of all dues, assessments, fees and charges from the present year and all previous years, a membership is considered "in good standing".

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Section 8

Appropriate Membership Certificates or other identification shall be issued to members and those entitled to the use and privileges of the Club.

Section 9

Senior Membership

(1) Conversion Eligibility

(a) A family membership must (i) be in good standing, and (ii) have been a member of the Club for ten (10) years or more, and (iii) may have children over the age of fifteen (15) who may not use club facilities except as a guest.

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(b) Or, the family member or his/her spouse must be age sixty-five (65) or older. No prior Arbor Heights Swim and Tennis Club membership is required to apply for a senior membership.

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(c) Senior memberships will be available on a first come, first service basis, unless further amended by the Board.

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(2) Privilege and Responsibility

(a) The member and/or spouse ONLY may be eligible to qualify for senior membership status. Other family members and guests must be accompanied by the senior member(s).

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(c) Senior memberships are welcome to attend all social events and membership meetings. They will have one-half (1/2) vote per membership on all issues except the disposition of personal property of the Club, and NO vote on issues concerning the disposition of real property. They will be allowed no proxy vote (when applicable).

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(d) Senior memberships will only be allowed to serve on the Board if no other interested family members are nominated to serve and the Board elects to appoint the senior member for a term of not more than one year.

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(e) Senior memberships will receive all newsletters and bulletins generally distributed to members.

(f) Senior memberships are not transferable.

(3) Procedure

(a) Active members, in good standing, that comply with eligibility rules (1a or 1b of this Section) and who desire to convert to a senior membership may sell their family membership as specified in Article II, Section 3, paragraphs (A) and (B), or forfeit their family membership to the Club under Article II, Section 3, paragraph (G)(5).

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(b) Upon sale or forfeiture of the family membership, the family must apply in written form to the Board requesting senior membership status; the request will be automatically granted subject to eligibility rules Paragraph 1 of this Section.

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(c) Senior membership status will be renewed annually upon payment of one-half (1/2) of the annual dues and fees and one-half (1/2) of any assessments levied.

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ARTICLE III

Board of Trustees

Section 1

There shall be a Board of Trustees of not more than seven (7) members and not less than five (5) members, including the officer roles of President, Vice-president, Secretary, and Treasurer of the Club. The term of office of the Trustees shall be three (3) years, but at the first meeting of the Board after the Fall general meeting of the membership, the Trustees shall designate staggered terms of one, two and three years which shall be served by said Trustees who shall be divided between each of the three (3) staggered terms. The outgoing Board members shall serve in a non-voting advisory capacity until the Winter general meeting of the membership.

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Section 2

New Trustees shall be elected by the membership at the Fall general meeting to fill expired and vacated terms. Vacancies in the Board occurring during the year shall be filled by appointment of the remaining Trustees until the next Fall general meeting. Any member or spouse of a member may be a Trustee or officer of the Club.

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Section 3

At its first meeting following each Fall general membership meeting, the Board shall elect four (4) of its member to serve as the officers of the Club for the ensuing year.

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Section 4

The Board shall have general charge, management and control of the affairs, funds and property of the Club. It shall be the duty of the Board to carry out the purposes of the Club.

Section 5

The Board shall give to the members at the Winter general meeting an oral general operations report and a written financial report of the affairs of the Club.

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Section 6

The Board shall meet immediately after the Fall meeting of the members and at least monthly thereafter. Special meetings of the Board may be called by the President or by written request of three (3) members of the Board. Attendance by four (4) or more members of the Board shall constitute a quorum of the Board. Written notice shall be provided by the Secretary for all special Board meetings. Board member attendance by telephone or equivalent means of communication may be allowed on a limited basis.

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Section 7

An independent audit by a qualified accountant of the books of the Club shall be ordered once every three years by the Board and shall be included in the financial report at the next Winter meeting following the issuance of the auditor's report.

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Section 8

Each duly elected member of the Board shall have his/her membership dues and Facilities Upkeep Fee waived for each season during which he/she has been elected to serve, providing he/she completes each term in full. Should a Trustee resign prior to the expiration of his/her annual term, he/she shall have only that pro-rata portion waived during which time he served. Vacancies on the Board which are filled by appointment shall have only that pro-rata portion of membership dues waived during which time he/she will serve.

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ARTICLE IV

Officers

Section 1

The officers of the Club shall be a President, a Vice-president, a Secretary and a Treasurer. They shall be elected by the Board after the organization of the corporation, and thereafter at the first meeting after the Fall meeting election of the new Trustees, and they shall hold office for one (1) year and until their successors are elected. In addition to the duties of the respective offices specified in these By-laws, they shall perform such further duties as may be assigned by the Board.

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ARTICLE V

President and Vice-President

Section 1

The President, and in his/her absence, the Vice-President, shall preside at meetings of the members of the Board and of the membership. In the event of their absence, those present may elect a presiding officer. The President or the Vice-President shall, with the Secretary or the Treasurer, sign all written contracts and obligations of the Club, and notes, checks or drafts. The Vice-President shall act in the place of the President in the event of the President's death, disability or absence. Should neither be able to act, the Board shall appoint an acting President during the disability, absence or death of both for the remainder of their terms of office.

Section 2

The Vice-President, in addition to all duties specified in Section 1 of this Article, shall have jurisdiction over all organized teams which represent the Club. He/She shall appoint one or more Club members to represent each organized team to form a committee to assist in the operation of all team functions. This committee shall be responsible to the Board through the Vice-President. The Vice-President may delegate duties of this Section to other members of the Board.

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ARTICLE VI

Secretary

Section 1

The Secretary of the Club, upon instruction from the President, shall give notice of meetings of the Club and meetings of the Board, and shall keep the minutes of each of the meetings. He/She shall conduct the correspondence and keep the records of the Club, which records shall be available at any reasonable time to any member in good standing. He/She shall furnish to the Treasurer the names of all persons who have membership in the Club and shall keep the seal of the Club. He/She shall notify persons elected for membership of their election. In the event of his/her inability to act, the Board shall appoint a temporary Secretary.

ARTICLE VII

Treasurer

Section 1

The Treasurer shall collect all entrance fees, dues and assessments and charges, and shall keep the accounts of the Club and report thereon at each regular meeting of the Board. The accounts of the Club shall be audited at least once every three years as determined by the Board. He/She shall pay all bills authorized by the Board. In case of his/her inability to act, the Board may appoint a temporary Treasurer.

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ARTICLE VIII

Nominations for Trustees

Section 1

Not later than sixty (60) days prior to the Fall general meeting of the membership, the Secretary shall notify the membership of the number of Board positions that will be open in the subsequent year.

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Section 2

Not later than thirty (30) days prior to the Fall general meeting of the membership, the Secretary shall report to the Board the names of the members to be nominated for the Board at the forthcoming Fall meeting. In the notice for the Fall meeting, the Secretary shall advise the membership ship of the names of the candidates so nominated.

Section 3

Additional nominations may be made from the floor at the Fall meeting. All nominees must be members of the Club, active and in good standing, and shall indicate their willingness to serve before the election is held.

ARTICLE IX

Meeting of the Club

Section 1

There shall be two (2) general meetings of the Club each year; one between September 1st and October 15th ("Fall") for the election of Trustees, and one between January 1st and February 28th ("Winter") for ratification of a budget, on a day to be designated by the Board. Special meetings of the Club may be held when called as provided herein. The Secretary shall give written notice (via postal or electronic mail) to all members at least seven (7) days prior to any meeting of the general membership.

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Section 2

The order of business at the meetings shall be:

- (A) Secretarial report, including minutes of the previous meeting and certification of members present and signed proxies, if any.
- (B) General report by the President
- (C) Financial report – Winter meeting only.
- (D) Old business report of the nominating committee – Fall meeting only.
- (E) Election of Trustees – Fall meeting only.
- (F) New Business.

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Section 3

- (A) The Board at any time may call a special meeting of the Club. The notice of any special meeting shall state the object of the meeting and no subject not so stated in the notice or directly attendant thereto shall be considered or decided at the meeting.
- (B) The President shall call a special meeting of the general membership within fifteen (15) days following receipt of a written petition from thirty percent (30%) of the total membership requesting such a meeting. When calculating the thirty percent requirement, senior memberships will be considered 1/2 of a membership. Notification and subject limitations shall be as provided in Section 3(A) above.

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Section 4

A membership shall be entitled to one vote at any meeting. Written and signed proxies, if any, may be voted by the holder thereof in addition to his/her own vote. A proxy ballot request must be received by the Board at least three (3) days prior to any vote. No proxies will be allowed for Board elections.

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Section 5

A simple majority of those present, including proxies, shall constitute a quorum at any general or special meeting of the Club.

Section 6

The membership of the Club may, by a majority vote of the members of the Club at any general or special meeting called for the purpose, overrule, amend, correct or otherwise change any action of the Board therefore taken. When calculating the majority requirement of this section, senior memberships will be considered 1/2 of a membership.

ARTICLE X

Dues, Assessments, Fees and Charges

Section 1

The Board shall determine membership dues, assessments, fees and charges. Annual dues, assessments, fees and charges shall be due on April 1 and shall be considered delinquent per Article X, Section 4.

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Section 2

The Board shall establish fees and charges for Non-Sufficient Funds (NSF) checks, and user fees for guests and non-member use of the facilities.

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Section 3

Assessments - Assessments may be levied upon the memberships to cover capital expenditures or unforeseen improvements or expenditures. Assessments must be presented to the general membership by the Board and approved by the membership at either the Fall or Winter meeting, or a special meeting called for the purpose.

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Section 4

Dues, assessments, fees and charges shall be considered delinquent April 2. The Board will notify delinquent memberships by certified mail that they have until April 15 to remedy. If delinquent notice is sent to a membership, there will be a \$50 late payment fee or amount determined by the Board charged to the membership. On April 16, the Board shall be empowered to repossess any membership(s) for non-payment of dues, assessments, fees or charges. Repossessed memberships may be immediately sold by the Board to parties identified on the Interested Buyers List at the price as established by Board.

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Section 5

Five percent (5%) of the annual dues are to be set aside for an emergency fund. Any usage of the fund must be approved by the Board and defined to the general membership at the next general meeting.

Section 6

Facilities Upkeep Fee

(A) It shall be an annual requirement that each membership (family members 16 years or older) participate a minimum of three (3) hours towards the upkeep of the Club facility on a designated clean-up day, which will be determined by the Board, or at a time which has been prearranged with the Board.

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(B) A Facilities Upkeep Fee in an amount determined by the board shall be added to the annual dues of each membership and must be paid by April 1 (1/2 due for senior memberships). The Facilities Upkeep Fee will be refunded to each membership when the three (3) hour requirement has been fulfilled and verified by the Board at its next regular meeting.

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(C) There will be a sign-in and sign-out sheet on the designated clean-up day(s) to verify participation.

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Any membership that chooses not to fulfill the three (3) hour requirement will forfeit the Facilities Upkeep Fee. The forfeited fee will be used towards upkeep of the facility and grounds only.

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ARTICLE XI

Suspension or Expulsion

Section 1

Any member, ~~or individual who is associated with a family membership,~~ may be suspended or expelled for cause at a regular or special meeting of the Board by a vote of three-fourths (3/4) of the members of the Board. In all such cases, the member involved shall be notified in writing of the charges against him/her and he/she shall be given ~~fourteen (14) from date of receipt of the notification,~~ to refute such charges ~~in writing to the Board.~~ If the charges are upheld by the Board, the member may be suspended for a period not to exceed sixty (60) days, or expelled. If expelled, his/her membership ~~shall be forfeited to the Club and the membership~~ fee must be returned to him/her within thirty (30) days by the Club.

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ARTICLE XII

Rules

Section 1

The Board shall prescribe and enforce rules regulating the operations, maintenance and use of the Club facilities by members and their guests. Such rules shall be available to all members and a copy thereof shall be posted in an accessible place on the premises of the Club.

ARTICLE XIII

Appointment of Committees

Section 1

The Board each year shall appoint from its own members, or from the membership at large, such standing committees as it may from time to time determine. The Board shall prescribe the duties and powers of the committees.

ARTICLE XIV

By-Laws and Amendments

Section 1

The members shall adopt the By-laws.

Section 2

The By-laws may be amended at any ~~Fall or Winter,~~ meeting or special meeting of the Club called for that purpose as provided for in this paragraph.

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(A) Any member in good standing may submit in writing to the Secretary of the Club, a recommendation for amendment to the By-laws. The Board, after due consideration, shall determine whether such an amendment shall be submitted to the general membership for adoption.

(B) Alternatively, or if the Board rejects the proposed amendment, a petition of thirty percent ~~(30%)~~ of the total membership shall require the Board to submit a

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proposed amendment to the membership for adoption. When calculating the thirty percent requirement, senior memberships will be considered 1/2 of a membership.

- (C) Each proposed amendment shall be presented in writing to the members, along with the notice of the meeting for the purpose of consideration of the amendment, at least seven (7) days prior to the date of such meeting.
- (D) Each amendment to the By-laws must be approved by a vote of two-thirds (2/3) of the members present, including proxies, providing that a quorum, as defined in Article IX, Section 5, exists.

Section 3

No amendments shall be adopted which shall conflict with the development of a community center on premises now owned by the corporation.

ARTICLE XV

Indemnification of Trustees, officers and employees.

Deleted: (Added 02/2000)

Every trustee, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him/her in connection with any proceedings to which he/she may be made a party, or in which he may become involved by reason of his/her doing or having been a trustee, officer, or employee of the corporation, or any settlement, thereof made with court approval, whether or not he/she is a trustee, officer, or employee at the time such expenses are incurred, except in such cases where in he/she is adjudged to be liable for gross negligence or misconduct in the performance of his/her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of trustees, as well as the court having jurisdiction over the matter involved, approve such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive to all other rights to which such trustee, officer or employee may be entitled.

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