

## Amendments

What was amended

### Article 1 – Membership

#### Section 1. Number and Qualifications of Members

Membership in this corporation shall be limited to 350, as evidenced by a certificate of membership. A member is a person who holds a certificate of membership and had paid all current fees and dues. ~~A certificate can be given jointly to a husband and wife, or single individual as the case may be.~~ A certificate of membership can be given jointly to a family or an individual as the case may be.

#### Section 2. To Become a Member

A person shall submit an application for membership in writing on the application form as provided by the Board of Directors. ~~No application for membership will be considered unless a minimum deposit of \$25.00 is made with the application.~~ No application for membership will be considered without a minimum deposit of \$25.00, reference review, and possible background check. New members due to the change in family status will be pending reference review and possible background check. If the application for membership is denied, the deposit will be returned to the applicant within a reasonable period. Such applicant must be approved by a three-fourths vote of the Board of Directors. To complete the membership requirements the applicant shall become a member upon full payment of membership and initiation fees.

#### Section 3. Certificate of Membership

- (a) Upon the death of a member holding a Certificate of Membership, this certificate will immediately be transferred to the joint spouse or co-stockholder whose name appears on the Certificate. In the case of a single named Certificate the value (\$350.00) of the Certificate will be remitted to the estate upon application of the administrator of the estate.
- (b) Upon cessation of membership for any cause, all indebtedness owing to the corporation by him shall be a lien upon and charged against his membership certificate, and the membership certificate must be surrendered to the Corporation to satisfy such indebtedness. In the event the Corporation is unable to obtain possession of the membership certificate, it may be cancelled on the books of the Corporation, and a new membership certificate issued in the place thereof to a newly elected member on payment by him to the Corporation of the then value of membership certificate as fixed by these by-laws. In case of enforcement of a lien, as above herein provided, neither the signature of the holder ~~not~~ nor the delivery of the membership certificate shall be a requisite to perfect the transfer to the Corporation, and the Secretary or Membership Trustee of the Corporation is hereby authorized, as the attorney of the holder of such membership certificate, to make such transfer. Every membership certificate issued is expressly subject to the provisions of this section, and shall contain a notation to that effect thereon.

- (c) When joint names appear on a certificate of membership, then these members are divorced, the certificate **may** become void, however, either person may apply for membership within thirty days and without regard to Section 1, must be accepted as a member upon payment of dues and assessments.
- (d) All members moving outside of a 30 mile radius from the Corporation's facilities may return their membership certificate, if desired, to the Corporation whose obligation shall be to sell this membership certificate for the member at its first opportunity. No further dues shall be required during the period the Corporation is selling the membership certificate.
- (e) Members ~~that~~ **who** have been permanently suspended from the Corporation's facilities, or members who no longer wish to participate in the Corporation's facilities must surrender their Certificate of Membership to the Corporation. The cost of said certificate (to-wit: \$350.00) will be refunded to such member upon resale of the membership, provided the total membership at the time of resale shall be 325 active members.
- ACTIVE MEMBERSHIP COUNT – The total members in good standing on the date of the annual meeting in August will constitute the official active membership count. The number of new members exceeding 325 on the above date will generate the number to be refunded.
- DATE OF REFUND – All refunds will be executed by December 1.
- (f) Former members who have properly resigned and whose Certificate of Membership is currently at full value, to whom the corporation owes the value of the Membership certificate, may give their Certificate to one adult son or daughter without further payment toward the Certificate. The receiving ~~son~~ **son** or daughter must complete an application form, be approved by the Board, pay the initiation fee, and pay the annual dues and assessments in order to become a full member.
- (g) Members who know they will be unable to participate in the corporation's functions or use the Corporation's facilities for a period of one (1) year, or more, ~~they~~ may be placed on the Inactive Status List. To be placed on the Inactive Status List the member must notify the Board of Directors (in writing) of his/her desire no later than ~~May 1<sup>st</sup>~~ **Labor Day** of the first year inactive status is requested. During a period of inactive status a member will not have the membership privileges listed in Article I, Section 4 and will not have the right to vote at any corporation meeting. When an inactive member again wishes to become an active member he/she will apply to the Board of Directors (in writing) and will be reinstated upon paying the current year's dues, ~~and~~ assessments, **and a \$35.00 reactivation fee.** If the Corporation membership is at the limit as prescribed in Article I, Section 1 when the active membership is requested, the inactive member must wait until there is a membership opening. An inactive member will have priority over all others on the waiting list for membership.

#### Section 4 - Membership Privilege

Members of the Corporation may use the facilities of the Corporation upon payment of annual dues as determined by the Board of Directors. Failure to make proper payment shall restrict the

member from the Corporation's facilities. All back dues shall be paid prior to, again, using the Corporation's facilities. Unmarried and dependent children of members who are in good standing may use the Corporation's facilities only so long as they reside at the home of the member and are under the age of twenty-five years.

Married children (and their families) of members in good standing, who reside out of town (beyond 30 miles of the Corporation's facilities), may use the facilities of the corporation without payment of a guest fee when visiting the home of the member and when accompanied by the member. **Case by case other family members outside the 30 mile radius will be considered by the membership trustee.**

## Section 5 - Membership Suspension

Any member may be suspended for cause for any given period of time from the use of the corporation's facilities by a two-thirds vote of the Board of Directors.

## Article II – MEETINGS

### Section 1 – Annual Meetings

An annual meeting will be held ~~the fourth Wednesday of~~ **in** August. The place for this meeting shall be within a thirty mile radius of the Corporation's facilities. Each member shall be notified by mail, which is sent to the address recorded in the Corporation's records, and shall receive notice at least ten days prior to the meeting with normal mail delivery. Election of Officers and Trustees shall be voted upon at this meeting and any other business shall be taken care of as required.

### Section 2 – Special Meetings

Special meetings of the members of the Corporation may be called at any time by vote of a majority of the Board of Directors, or by petition signed by fifteen percent of the members, and delivered to the Secretary not less than 15 days before the day on which such a special meeting is desired. The purpose for which such a special meeting is called shall be stated in the notice of said meeting, and no other business shall be entertained or transacted at the special meeting. Notice of such meeting shall be given to each member by mail at least 10 days in advance of such a meeting.

### Section 3 – Quorum and Procedure When there is No Quorum

A quorum shall consist of ~~one fourth of the current members~~ **members in good standing who are present.** All membership meetings shall require a quorum for any action taken by the Board of Directors of membership excluding the election of officers. If no quorum exists at a meeting, another meeting may be scheduled in accordance with Article II, Section 1, with a majority of members in good standing voting for such a meeting. All action brought before the membership **at the second meeting** shall be taken by the majority vote of those present. There shall be no absentee balloting by members. A

quorum of the Board of Directors shall consist of 8 directors with at least two of them being officers and a majority vote of those present shall be sufficient to take action. The President or acting President is entitled to vote when the vote is by ballot, and in all other cases where the vote would change the result.

#### ARTICLE III – Board of Directors

##### Section 1 – Number and Term of Office

The Board of directors will consist of a President, Vice President, Secretary, Treasurer, Immediate Past President, and ~~nine~~ Trustees. The first four officers **and trustees** shall be elected every year at the annual membership meeting, and shall hold office for one year. ~~The Trustees shall hold office for a three year period, three Trustees being elected each year.~~ The Board of directors shall take office October 1<sup>st</sup>. A nomination committee will be chosen by the president of the Corporation to recommend, at the annual elections, a slate of officers and trustees for the coming year. Nominations will be also allowed from the floor.

##### Section 2 – Vacancies

All vacancies on the Board of Directors shall be filled by the remaining members within 30 days **if possible. Nominees for the positions will be posted on the Corporation's Web site of at the Corporation's facilities. Any objections must be submitted in writing to the Board of Directors within 2 weeks of the posting. After the 2-week posting period, positions will be confirmed as soon as possible.**

##### Section 3 – Dismissal of Board Members

Any member of the Board may be removed from office by a majority vote of the members present at either an annual meeting or a special meeting called in accordance with these By-Laws. Any board member shall automatically be removed from the Board upon failure to attend three consecutive board meetings **in person or by phone**, except in the case of business or physical incapacity. He shall notify the President prior to the meeting as to his absence.

##### Section 4 – Place of Meetings

Board of Director's meetings will be held at a place designated by the President of the Corporation and shall be within a radius of thirty miles from the Corporation's facilities. Each director shall be notified at least seven days prior to the date of the meeting by the Secretary of the Corporation.

#### **ARTICLE IV – Duties of Officers**

##### Section 1 – President

The President shall preside at all meetings of the Corporation, and of the Board of Directors; shall be the chief executive officer of the Corporation; and shall see that its By-Laws and rules are enforced. The President shall, by and with the approval of the Board of Directors, hire, relieve employees of their duties, except those provided for under Article Vii, Section 6, make and execute all contracts for and on

behalf of the Corporation, and establish all committees necessary to carry out the functions of the corporation.

#### Section 2 – Vice President

In the absence of the President, his powers and duties shall devolve on the Vice President; shall automatically become President when the President’s office is vacant. The Vice President shall also help the President carry out his activities.

#### Section 3 – Secretary

The Secretary shall keep a record of the proceedings of the Corporation and the Board of Directors. He shall issue notice of all meetings of the Corporation, of the Board of Directors and conduct the necessary correspondence of the corporation. He shall preside at meetings where the President and Vice President are absent.

#### Section 4 – Treasurer

The Treasurer shall receive the monies due the Corporation, and upon the order of approval of the Board of Directors, shall disburse the same. All checks, drafts or other instruments for payment of money drawn in the name of the Corporation shall contain the Treasurer’s and one of the other three officer’s signatures. He shall be responsible for the books and accounts of the Corporation. He shall make a report at each annual meeting and regular meetings of the Board, and shall place the funds in such banking institutions as the directors shall from time to time designate. The Treasurer shall be responsible for the duties and direction of the bookkeeper.

#### Section 5 – Board of directors

The Board of Directors shall have control and management of the affairs and funds of the corporation. They shall have no power to render the Corporation liable beyond the amount of cash in the hands of the Treasurer, or in the process of collection, and not otherwise appropriated, unless duly authorized by the members of this Corporation by an affirmative three-fourths vote in a regular meeting or special meeting called for the purpose.

It shall be the duty of the Board to carry out the objects of the Corporation, and to that end it may exercise all the powers of the Corporation subject to the By-Laws. Each committee shall have, by January 1<sup>st</sup> a budget ready for the approval of the Board for the coming year. There shall be one director in charge of the Club Manager.

### **ARTICLE V – FEES**

#### Section 1 – Membership, Initiation and Annual

One Membership Certificate.....	\$350.00
Initiation Fee.....	\$100.00

Initiation Fee (After membership reaches 325).....\$250.00

Dues and Assessments.....As determined by the Board of Directors annually.

Any member of the Corporation who has been active in the Club for ten (10) years and has no family members living in the household who are eligible to use the Club as defined in Article 1, Section 4, of the By-Laws will be entitled a discount of 1/3 of annual dues.

Section 2 – Liability

Any member of the Corporation is liable for dues even if the privileges fo the facilities are not used.

Section 3 – Non-Payment of Dues

Members who have not paid their dues by the official opening day of the facilities, as set by the Board of Directors, shall be placed inactive and must request reinstatement as stated in Article 1, Section 3, Paragraph g.

During this time, they shall be barred from the corporation’s facilities. If dues are not paid for the year by October 1<sup>st</sup>, the membership shall be held by the Corporation for the amount of the dues and additional charges until the value of the certificate is zero, in which case, the member shall automatically lose his or her membership.

**Article VI – Amendment of By-laws**

Section 1 – Amendment Proposal

All proposed amendments shall be given to the President of the Corporation thirty (30) days prior to the annual meeting, or special meeting. This proposal shall have a minimum of 25 signatures from members in good standing in order to receive consideration.

The Board of Directors may suggest amendments to the By-Laws upon its own motion without securing the signatures of 25 members.

Section 2 - Required Vote

The Articles of Incorporation and the Constitution of this Organization may be amended only by an affirmative vote of three-fourths of the total membership the quorum as in Article II, section 3, present and voting at such a meeting.

Section 3 – Notice

Notice and a copy of any proposed amendment shall be sent to the membership at least ten days prior to such a meeting.

ARTICLE III – Miscellaneous

Section 1, line 3

No Alcoholic beverages of any kind shall be brought on the Corporation grounds except as may be provided by the Social Committee of the Warren Olympic Club at a club ~~sponsored~~ sponsored adult party.

#### Section 2 – Audit of Books

An Auditing committee shall be appointed to audit annually the records and accounts of the Treasurer and of other committees as directed by the President and make a report thereof to the Board of Directors.

#### Section 3 – Meeting Procedures

Robert Rules of Order shall govern the proceedings of all meetings of the corporation and its constituent parts, except as otherwise provided herein.

#### Section 4 – Interpretation of By-Laws

Any question as to the meaning for proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

#### Section 5 – Procedure for Election of Officers

The order of voting shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. ~~Three (3) Trustees for three (3) years.~~ **Nine Trustees.**

#### Section 6 – Bonding

The four (4) top officers shall be bonded at the expense of the Corporation.