

Tuckahoe Recreation Club, Inc. By-Laws

(Revised September 2016)

Article I

Membership

Section 1. (a) **Member Defined.** Persons admitted to membership in the Tuckahoe Recreation Club, Inc. are hereafter referred to as members and enjoy all the privileges and responsibilities as set forth herein for members.

(b) **New Member Admission.** The Board of Directors (BOD) is authorized to admit to membership, by a three-fourths vote of the quorum present, any person recommended by the Membership Committee upon the receipt of a properly executed application form and the payment of the required initiation fee, together with dues for the first year of membership plus any amount of any special assessments being paid by the other members for that year.

(c) **Who Must Join.** All family members including parent(s), spouses and children from the ages of three (3) through twenty-one (21) residing at home must join. Other adults (e.g. children over the age of 21, aunts, uncles and grandparents who live in the home) may join, but are not required to join.

(d) **Children of Members.** The Board of Directors is authorized to admit to membership, when recommended by the Membership Committee, any children of members or other persons who resume or take up residence in the home of a member subsequent to his/her admission, upon receipt of a properly executed application form and the payment of the amounts prescribed.

(e) **Contact Information.** It shall be the responsibility of all members to keep the Club informed of their current address, telephone number(s) and email addresses.

(f) **Admission Preference.** In the admission of new members, preference shall be given to former members and to children of members, and current Limited Members (as described by Article I, Section 6) and the members of their household.

(g) **Membership Ceiling.** The total number of members at any one time, shall not exceed 3,250, exclusive of suspended members, except that this number may be exceeded when necessary to accommodate children or other members admitted under the provisions of Article I Sections 1.(d) and (f) above and Section 2.(d), Section 5.(a) and Section 1(h) below. If the ceiling of 3,250 is exceeded pursuant to these provisions, additional members shall not be admitted to replace resigning members until the membership of the Club has been reduced below 3,250.

(h) **Seasonal Ceiling.** During the period of January through June, the membership ceiling may be extended temporarily to the extent necessary to fill vacancies anticipated and normally occurring when dues are payable for the ensuing year.

(i) **Temporary Guest Membership.** All applicants for membership may be granted temporary guest membership to the Club after completion of their application and upon full payment of their dues, provided the membership ceiling has not been reached. Temporary guest membership allows full use of the Club facilities, but not voting privileges. Temporary guest membership shall be in effect only until the applicant is accepted as a full member. If the applicant is not accepted, all dues paid by the applicant will be returned along with the notification that the application has been denied.

(j) **Voting.** Membership shall include full use of all the facilities during the dues year (June-May) and the right to vote on matters of Club business.

(k) **Privacy.** Access to Tuckahoe Recreation Club's membership information is limited to the membership chairperson, the president, the general and assistant managers, and the bookkeeper/assistant. No other access to this confidential information shall occur without the express permission of either the membership chairperson, the president or the general manager. At no time shall the list of member names be sold or otherwise divulged to outside parties.

(l) **Provisional Membership.** During the month of August when normal attendance is lower than during the remainder of the summer, a limited number of applicants for membership from the waiting list may be allowed to pay the current dues and fees, and use the facility until openings occur. These Provisional Members will not be eligible to vote on Tuckahoe matters, or to run for the Board of Directors, and they will not be assigned a permanent membership number until such time as they are admitted to full membership. Provisional members will not take precedence over previous members returning to active membership, absentee members returning to active status or additional immediate family members who wish to join.

Fees

Section 2. (a) **Application Fees.** At the time of application, each applicant family shall be required to pay a non-refundable application fee of \$30.00.

(b) **Initiation Fee.** The initiation fee shall be established by the Board of Directors at the beginning of each fiscal year. A family of three or more may pay the initiation fee in two parts. They may pay \$700 or 50%, whichever is greater with the first year's dues, and the remainder with the second year's dues.

(c) **Annual Dues.** Each member of fourteen (14) or more years of age on April 30 shall pay annual dues at a rate in such amounts and at such times as to be determined by the Board of Directors, with any increase annually not to exceed 10%. Members aged three (3) through five (5) on April 30th shall pay one-third (1/3) of the amount paid by the adult members. Members aged six (6) through thirteen (13) shall pay two-thirds (2/3) of the amount paid by the older members. Each child who achieves the age of three (3) before April 30th of any given year shall pay applicable Initiation Fee and Dues for the ensuing year.

(d) **Children under Three.** When accompanied by an adult member, children under the age of three (3) may, in accordance with Tuckahoe Recreation Club Policies and Procedures and other rules of the Club, use the facilities of the Club without charge.

(e) **Dues Payable.** Dues are payable, postmarked on or before April 30 each year, unless the Board of Directors gives notice to the contrary. Failure to receive a bill does not relieve a member of responsibility for paying dues on time.

(f) **Capital Expenditure Fund.** In addition to the amount of dues established under the provisions of Article I, Section 2. (c) above, each member shall pay additional annual fees at a rate not to exceed \$50.00 per year, as determined by the Board of Directors with any increase in such fees not to exceed \$10.00 annually. Amounts paid under this paragraph shall be placed in a special "Capital Expenditure Fund Account" to be used solely for the purposes described in Section 2. (g) below.

(g) **Proceeds of the Capital Expenditure Fund.** Proceeds of the special "Capital Expenditure Fund Account" referred to above shall be used solely for the purpose of the complete replacement, major repair due to casualties or major rehabilitation/improvement. Amounts derived from initiation fees, dues and other sources, and not otherwise reserved by the Board of Directors, shall be available to defray the operating expenses of the Club and to provide for the proper maintenance and improvement of its facilities.

Penalties

Section 3. (a) **Late Dues.** A member household whose annual dues have not been received by the Club when due or whose remittance bears a postmark after the due date, in accordance with Section 2(e), shall be required to pay a penalty of in such amounts and at such times as to be determined by the Board of Directors on an annual basis and notified to the membership in the annual dues notice. Written notice to delinquent members shall be sent promptly thereafter by the Secretary using certified mail to the address appearing in the records of the Club. If payment is not received by the Wednesday immediately preceding Memorial Day, the membership will be cancelled.

(b) **Three Year Olds.** A member who fails to make appropriate provision for the membership of children reaching the age of three (3), as prescribed in Article I. Section 2. (c) shall be required to pay all past dues plus a penalty of \$10.00 for the first year of delinquency, plus \$20.00 for the second year, plus \$30.00 for the third year and in similar progressive amounts for succeeding years, in addition to the penalty provided for in Section 3(a).

(c) **Suspension.** The Board of Directors at its discretion may suspend the Club privileges of any member for good cause, including but not limited to, failure to make appropriate provision for membership of children as prescribed in Section 2. of this Article, bringing non-members into the Club without payment of required guest fees, failure to abide by the provisions of the By-Laws, harassment, offensive or abusive language or behavior, and falsification of any application for membership. Additionally, the Board of Directors will specify the duration and terms of the suspension, after which the Board will consider the appropriate action which may include lifting the suspension, extending the suspension, or canceling the membership.

(d) **Cancellation.** A membership will be cancelled automatically for good cause at the discretion of the Board of Directors. If a membership is cancelled, Club privileges are revoked for all members on that membership, and those membership slots will be made available to new applicants.

(e) **Reinstatement.** A member whose membership was cancelled may request reinstatement in writing to Tuckahoe Recreation Club. A membership that was canceled solely for non-payment of dues or Initiation Fees will be reinstated if:

- (a) all dues, penalties and fees in arrears are paid and
- (b) there is space available under the current membership ceiling.

If a waiting list exists, a cancelled member will be considered for reinstatement according to Article 1, Section 1. (f). Reinstatement of membership cancelled for reasons other than late payment of dues requires the approval of the Board of Directors. In either case, a reinstatement fee of \$10.00 per person will be charged to a membership. In addition, the Board of Directors, at its discretion, may waive the payment of the reinstatement fee.

Resignations-Refunds

Section 4. (a) **Initiation Fee Refunds.** Initiation fees are not refundable. However, under extraordinary circumstances, at its discretion, the Board of Directors is authorized to direct the Treasurer to refund to a person resigning his/her membership a portion of that person's Initiation Fee, less any dues in arrears or plus a portion of dues paid for the ensuing year as authorized in Article I. Section 4.(b).

(b) **Annual Dues Refunds.** For the purpose of this paragraph, a student or any family member who will be residing elsewhere for a portion of the year and at home for the remainder of the year will not qualify for resignation although such member may qualify for absentee membership as authorized in Article I, Section 5.(a). If a member resigns between April 1 through the Friday before Memorial Day, dues will be refunded in full. If a member resigns between the Friday before Memorial Day and December 1, a refund of fifty percent (50%) of the Annual Dues will be given. For members resigning after December 1, no refunds will be given. Capital Expenditure Fund fees are non-refundable.

(c) **Resignation.** Consistent with the provisions of Article I. Section 1. (c), individual family members three years of age and older residing at home shall not be permitted to resign and receive funds, unless all family members resign. The Board of Directors, at its discretion, may accept the resignation of an individual family member and authorize a refund, if that member is over sixty (60) years of age, has been an active member for a continuous period of at least ten (10) years and will not be using the Club's facilities thereafter. The Board of Directors, at its discretion, may also accept the resignation of an individual member and authorize a refund, if that member is permanently and totally disabled, precluding that member from using any of the Club's facilities, as certified in writing by a board-certified physician. In the event the condition or disability changes or is reversed, the member will be reinstated and all fees waived for the entire period during which the member was precluded from using the Club's facilities. For the purpose of this paragraph, a student or any family member who will be residing elsewhere for a portion of the year and at home the remainder of the year will not qualify for resignation, although such member may qualify for absentee membership as authorized in Article 1. Section 5. (a).

(d) **Transferal of Membership.** Membership or use of membership may not be transferred. If any member desires to terminate his membership, he/she shall notify the Chairman of the Membership Committee in writing.

(e) **Caregiver.** Notwithstanding the provisions of Section 4.(d) above, a family may transfer to the successor the membership of any person acting as an *Caregiver*. A *Caregiver* is defined as a person whom provides domestic services, including caring for minor children or adults. A *Caregiver* may include an au pair, babysitter, housekeeper, nurse, nanny, or any other form of domestic worker.

Absentee Member

Section 5. (a) **Absentee Member Definition.** Members moving their primary residence more than forty (40) miles from the Club, who expect to return at some future time and resume active membership, may upon request be placed in an absentee membership status. Such absentee member shall receive all announcements of the Club and shall be required to pay an annual fee for each member of the family to maintain this status. While in this status, they may not vote on matters of Club business or use the Club facilities except as guests. When an absentee member uses the facility as a guest, normal guest fees will apply, but that person need not be accompanied by an active member. Upon return, full membership may be resumed by notifying the Club in writing, and by paying dues and fees currently required under Article I, Section 1. (b). All such members must notify the Club in writing of their current address.

(b) **Absentee Fees.** Each person approved for absentee membership shall pay an annual fee of \$25.00 for each member of the family in an absentee status on or before April 30.

(c) **Suspension/Revocation of Absentee Status.** If payment is not received within fifteen (15) days (May 15) after the due date, the Secretary will make a motion of suspension. If the delinquent dues of an absentee member are not paid within fifteen (15) days after the sending of such notice of suspension, his/her absentee status shall be revoked and he/she shall be subject to the payment of the dues and penalties applicable to active members.

Limited Members

Section 6. (a) **Limited Members.** The Board of Directors is authorized to admit to Limited Membership, by a three-fourths (3/4) vote of the quorum present, any person recommended by the Membership Committee upon receipt of a properly executed application form with the payment of a non-refundable application fee of \$35.00. This fee is required only on the first application; except that it shall also be charged if a Limited Member fails to renew his/her membership by the timely payment of dues and reapplies during a later year. Limited

Membership includes the use of the facilities during the winter season from the Monday after Labor Day to the Friday before Memorial Day in May.

(b) **Limited Member Privileges.** Persons admitted to limited membership in the Tuckahoe Recreation Club, Inc. are non-voting members with limited privileges as set forth in Article I, Section 6. (a).

(c) **Limited Member Dues.** The dues for limited members shall be established annually by the Board of Directors.

Associate Members

Section 7. (a) **Associate Members.** The Board of Directors is authorized to admit to associate membership, by a three-fourths (3/4) vote of the quorum present, any non-profit group or organization recommended by the Operations Committee upon receipt of a properly executed application form. Associate membership includes only the use of the indoor pool facilities during the winter season (Sept-May) and during such hours as may be prescribed by the Operations Committee.

(b) **Associate Member Privileges.** Non-profit groups or organizations admitted to associate membership in the Tuckahoe Recreation Club, Inc. are non-voting members with restricted privileges as set forth in Article I, Section.(7)(a).

(c) **Associate Member Dues.** The dues for each associate member shall be established by the Board of Directors annually, taking into consideration the size of the group and the proposed hours of usage.

Emeritus Members

Section 8. (a) **Definition of Emeritus Members.** Any Member who has belonged to the Club for at least 20 continuous years, and is over 70 years of age, may become an Emeritus Member upon payment of an annual fee established by the Board of Directors. Family members of an Emeritus Member may retain their full membership to the Club.

(b) **Emeritus Member Privileges.** Emeritus members are granted a fixed number of uses of the Club for themselves or their guests who will accompany them. These uses are not transferable. Each visit by an Emeritus Member is considered a separate use. Emeritus members can purchase additional annual uses from the Club. Emeritus Members do not have a vote in Club matters, have no claim on Club assets and cannot serve on the Board of Directors.

Article II

Meetings of Members

Section 1. **Annual Meeting.** A regular annual meeting of the members shall be held in September of each year, at such time and place as the Board of Directors shall designate.

Section 2. **Special Meeting.** A special meeting of the members may be called by the President or by a majority of the Board of Directors. Also, upon the written request of not less than one hundred (100) members, a special meeting of the members shall be called by the President at a date within thirty (30) days after the receipt of such request. Notices of special meetings in all instances shall state distinctly the objects and purposes of the meetings and no business other than that for which it is called shall be presented or transacted.

Section 3. **Meeting Notification.** At least seven (7) days, but not more than twenty-one (21) days before the date of an annual or special meeting of the members, the Secretary shall cause written notice thereof to be mailed or delivered to each member at the address appearing for such member on the records of the Club.

Section 4. **Quorum.** At any annual or special meeting, thirty (30) members shall constitute a quorum. Except as otherwise herein provided, a simple majority vote shall be sufficient to transact business.

Section 5. **Member Voting.** At any annual or special meeting each member shall be entitled to one vote. A member may vote in person, by proxy designated in writing, or by submitting a ballot before the annual or special meeting through any process approved by the Board of Directors. Except for the purpose of electing officers and directors, the failure of a member to vote in person or by proxy in any annual or special meeting shall authorize the Board of Directors to cast the vote of such member for any questions on the agenda.

Article III

Election of Directors

Section 1. **Number of Directors.** The membership of the Board of Directors shall be constituted of twenty-one (21) senior members of this Club who are in good standing. A senior member of this Club shall be any member of at least twenty-one (21) years of age.

Section 2. (a) **Election of BOD.** Regular elections of the Board of Directors will conclude at the annual meeting of the members. Elections shall be conducted through processes and procedures approved by the Board of Directors. New members of the Board of directors will be announced at the annual meeting.

(b) **Officers.** The President, Immediate Past President, Vice-President, Secretary and Treasurer of this Club shall be members of the Board of Directors during their terms of office.

(c) **Terms of Directors.** The remaining sixteen (16) Directors shall be elected to serve two year terms on the Board of Directors with half (8) of the Directors elected each year.

Section 3. **Presiding Officer Duties.** The President shall preside over meetings of the Board of Directors during his/her term of office.

Section 4. **BOD Secretary.** The Secretary of the Club shall be the Secretary of the Board of Directors.

Section 5. **Presiding Officer Succession.** In the absence of the President, the Vice-President shall preside at the meetings of the Board of Directors. In the absence of both the President and the Vice-President, the Board of Directors shall designate a presiding officer.

Section 6. **Expiration of Terms.** Except for the Treasurer, who will serve until the end of the fiscal year, newly elected directors shall commence their terms of office and their predecessors shall terminate their terms of office as of the close of the annual meeting at which such election occurs.

Section 7. **BOD Vacancies.** Any vacancies which occur on the Board of Directors prior to the expiration of the first year of the Director's term of office shall be filled within 30 days of the vacancy. The Executive Committee shall appoint a member who was nominated but not elected at the last annual meeting and who received the most votes of those candidates who were not elected to the Board. Should such a member not be available, the Executive Committee shall appoint a member who will remain in office until the next general meeting at which time his or her name will be submitted for election.

Section 8. **BOD Restrictions.** Only one member from the same membership number may serve on the BOD at one time.

Article IV

Meetings of Directors

Section 1. (a) **Directors' Meeting.** A regular meeting of the Board of Directors shall be held once a month, unless the Board of Directors by a two-thirds vote of the quorum present votes to cancel the next meeting. The President, or in his/her absence, the Vice-President, may call a special meeting of the Board of Directors at any time. A special meeting shall be called upon the written request of any seven (7) directors. The time and place of each meeting shall be fixed by the President. The Board of Directors shall be notified of each meeting.

(b) **BOD Meetings.** Meetings of the Board of Directors shall be open to the members unless the Board of Directors, by majority vote, elects to meet in executive session.

Section 2. **Directors' Quorum.** A majority of the elected members of the Board of Directors shall constitute a quorum.

Section 3. **BOD Attendance Requirements.** Any member of the Board of Directors who shall, without excuse, fail to attend three (3) regular meetings of the Board of Directors during any year of service may be removed from the Board and any complimentary guest passes returned. Notification of an intent not to attend, given to the Secretary at least two (2) hours prior to the regularly scheduled meeting, shall constitute an excuse.

Article V

Officers

Section 1. **Officers' Definition.** The officers of the Club shall consist of President, Vice-President, Secretary, Treasurer and Immediate Past President. The first four shall be elected at the annual meeting of the membership to a one year term of office. The Immediate Past President shall serve by virtue of his/her succession to this position and shall continue to serve until his/her successor has relinquished the office of President to the next elected member.

Section 2. **Officer's Duties.** The duties of the Officers are described below.

(a) **President's Duties.** The President shall preside at meetings of the members, the Board of Directors, and the Executive Committee. He/She shall perform such other duties as customarily pertain to the office of the President, or as he/she may be directed to perform by resolution of the Board of Directors, specifically:

- (i) The President shall be responsive to issues presented by the Board of Directors and the Executive Committee.
- (ii) The President shall communicate directives to and shall have supervisory control over the Club's General Manager and other staff.
- (iii) The President shall be available to senior staff members to assist in clarification of the Club's Policies and Procedures, important issues, duties, and personnel matters. The President shall report his/her activities undertaken on behalf of the Club on a monthly basis to the Executive Committee and/or the Board of Directors, as appropriate.
- (iv) The President shall be an *ex-officio* member of, and shall give executive direction to all standing committees of this Club.
- (v) The President shall have satisfactorily served as an elected Tuckahoe Board of Directors member.

(b) **Vice-President's Duties.** The Vice-President shall have and exercise all the powers, authority and duties of the President during the absence of the latter or his/her inability to act. The Vice-President shall be an *ex-officio* member of all standing and special committees of the Club. The Vice-President shall have satisfactorily served as an elected Tuckahoe Board of Directors member.

(c) **Treasurer's Duties.** The Treasurer shall oversee the custody of all funds, securities, valuable paper, and other intangible assets of the Club, except those papers that the Board of Directors may determine shall be held by the Secretary. He/she shall provide and maintain full and complete records of all assets and liabilities of the Club. He/she shall prepare and submit at each regular meeting of the Board of Directors a financial statement of the condition of the Club as of the last day of the preceding month. He/she shall supervise the preparation of a detailed financial statement and personal property inventory at the end of each fiscal year and the preparation of such corporate reports, tax reports and information returns as Local, State and Federal laws may require. He/She shall be responsible for receiving annual dues and all other monetary receipts of the Club. The Treasurer shall have experience in accounting or related fields.

(d) **Secretary's Duties.** The Secretary shall prepare and maintain full minutes of all meetings of the members and of the Board of Directors. He/She shall be responsible for seeing that proper notice is given to the members of all meetings of members, shall conduct the correspondence of the Club, shall supervise maintenance of the membership records of the Club, and perform such other secretarial duties as the President shall prescribe.

Article VI

Duties of Directors

Section 1. **Duties of Directors.** All Tuckahoe Recreation Club's Board of Directors shall:

- (a) Have a fiduciary responsibility to the membership and to represent the interests of all members of the Club.
- (b) Serve on committee(s) as assigned by the President, and participate in committee activities as requested by the committee chair.
- (c) Attend a minimum of eight (8) meetings of the Board during each year of service. (Exceptions may be granted by the Executive Committee at their discretion.)
- (d) Assist at least one Club-sponsored social event during each year of service. (Should an event be cancelled, the director involved is considered to have assisted at that event.)
- (e) Directors could also be asked to serve as hosts for any open houses, serve on any *ad hoc* committees, serve as a committee chair, assist with set-up and clean-up for the annual meeting or other duties as may be assigned.

Section 2. **Failure to Perform.** A director who does not fulfill the above obligations may be referred to the Executive Committee for appropriate action. This can apply to an officer or committee chair who neglects to perform his/her duties. Appropriate action may include a warning, change of committee assignment, removal from office or from the Board at the end of any year of service, or ineligibility to serve in a particular capacity for one year.

Article VII

Standing and Special Committees

Section 1. **Operations Committee.** An Operations Committee composed of at least five (5) persons shall be appointed by the President from among the Directors and members. This Committee shall prepare rules for use and operation of the swimming pools and other facilities and shall arrange for proper operation of the pools and other facilities. Guests of members shall be permitted to use the swimming pools and recreational facilities upon such conditions and under such regulations as may be prescribed by the Operations

Committee with approval of the Board of Directors. This Committee may, at its discretion, deny the use of the facilities or any part thereof to a member or any other person. No member shall be denied use of the facilities under the rules established by this Committee and the Board of Directors except for misconduct on or near the Club premises, or exposure to or contraction of a disease or other condition judged likely to endanger the health or safety of the Club or likely to damage its property.

Section 2. Programs and Concessions Committee. A Programs and Concessions Committee of at least five (5) persons shall be appointed by the President from among the Directors and members. This committee shall be responsible for planning and conducting special activities and supervising all concessions of the Club. For the purpose of this section, a concession is the sale of food or merchandise to members and their guests.

Section 3. Engineering and Maintenance Committee. An Engineering and Maintenance Committee of at least five (5) persons shall be appointed by the President from among the Directors and members. This Committee shall be responsible for site planning, for the procurement of capital items and for planning and supervising the repair and maintenance of all facilities of the Club. The committee, at the discretion of the President, may also be responsible for supervising construction.

Section 4. Membership Committee. A Membership Committee of at least five (5) persons shall be appointed by the President from the Directors and members. This Committee shall review all applications for membership, requests for resignation, requests for transfer to and from absentee status, and when it deems investigation of applicants to be appropriate, it shall conduct such investigations. After such investigation and review, all applications recommended for acceptance, along with recommendations pertaining to all requests for resignation and transfer shall be presented to the Board of Directors for approval or disapproval. This Committee shall be responsible also for making recommendations to the Board of Directors pertaining to the suspension of members and cancellation of memberships. The Committee shall also submit to the Board of Directors on a monthly basis at the Board meeting a complete list of members who were newly admitted, members who resigned and the total number of applications and individuals on the waiting list broken down by age (3-5 years, 6-13 years and 14+) and gender.

Section 5. Finance Committee. A Finance Committee of at least five (5) persons shall be appointed by the President from among the Directors and members. The Vice-President and Treasurer shall be members of the Committee. The Finance Committee shall have the responsibility for reviewing estimated requirements and developing the financial plans of the Club, including the establishment of reserves for future obligations including, but not limited to, bond redemption obligations and Capital Expenditure fund levels, and shall advise the Board of Directors on all financial matters. Additionally, the Finance Committee shall make an annual survey of the insurance program of the Club and shall make such recommendations as may be appropriate to the Board of Directors.

Section 6. Aquatics Committee. An Aquatics Committee of at least three (3) shall be appointed by the President from the Directors and members, which shall be responsible for planning and conducting all swimming, diving and other team water sports activities of the Club.

Section 7. Tennis Committee. A Tennis Committee of at least three (3) persons shall be appointed by the President from among the Directors and members which shall be responsible for planning and conducting all tennis activities of the Club.

Section 8. Long-Range Planning Committee. A Long-Range Planning Committee of at least three (3) persons shall be appointed by the President from among the Directors and members. The Committee shall have the responsibility for examining the condition of the Club's facilities and its future requirements in close coordination with other committees, and for making recommendations to the Board and implementing the Board's decision.

Section 9. By-Laws Committee. A By-Laws Committee of at least three (3) persons shall be appointed by the President from among the Directors and members to review and to recommend amendments to the By-Laws. The Committee's recommendations, if any, shall be presented to the Board of Directors for its consideration consistent with the requirements of Article IX respecting notice to members.

Section 10. Fitness Committee. A Fitness Committee of at least three (3) persons shall be appointed by the President from among the Directors and members, which shall be responsible for developing and promoting appropriate use of exercise equipment and facilities, water aerobics activities and participation in exercise activities other than tennis and aquatic team sports.

Section 11. Marketing Committee. A Marketing Committee of at least three (3) persons shall be appointed by the President from among the Directors and members which shall be responsible for developing and implementing a plan to attract members and to increase membership, and shall have oversight responsibility for the Tuckahoe web site and internet access.

Section 12. Nominating Committee. Each year the President shall appoint, with Board of Directors approval, a special Nominating Committee of at least three (3) persons, none of whom is a candidate for re-election to the Board of Directors. This Committee shall be responsible for presenting to the Board of Directors for its approval at the July meeting, candidates for Officers and Directors to be elected at the Annual Meeting. Candidates for President and Vice-President shall be currently serving as elected Board of Directors Members or Officers. The approved candidates will be presented to the members at the annual meeting as nominees of the Board. Members may also be nominated by petition of any twenty-five (25) senior members prior to a date on or about August 15th and

members so nominated will be included as nominees in the notice of the annual meeting. The method of nomination will be designated in such notice.

Section 13. **Executive Committee.** The Executive Committee shall be created by the President immediately following the annual meeting. Its members shall include the President, Vice President, Secretary, Treasurer and at least one other Director selected by the President. The President may replace any member who is unable to serve with another Director.

Any member of the Executive Committee can request a meeting of the committee by making a request to the President, along with an agenda of the items to be discussed. A majority of the committee members must agree to the meeting.

Motions for actions within the Executive Committee must pass by a majority vote. In the case of a tie vote, the President will have the authority to make the final decision.

The President shall make a report to the Board of Directors, summarizing all Executive Committee meetings.

All members of the Committee must participate in the decision- making process.

Section 14. **Committee Chairpersons.** The Chairman of each standing Committee and each special Committee shall be a member of the Board of Directors and shall be designated by the President.

Section 15. **Designation of Committees.** The President shall be authorized to appoint Directors or members to Committees as he/she shall deem necessary or expedient for the welfare or business of the Club. Non-Director committee members do not have voting rights. The purpose and membership of each such committee shall be reported to the Board of Directors at the first meeting following date of appointment of members.

Section 16. **Subcommittees.** The Chairman of each standing committee may appoint subcommittees from among the members of the Club as necessary to carry out the duties of his/her committee. The purpose and membership of each such subcommittee shall be reported to the Board of Directors at the first meeting following appointment of members.

Section 17. **Committee Actions.** No Committee, Committee Chairman, Officer or member of the Board of Directors shall make or authorize expenditures or obligate resources of the Club or take any action contrary to these By-Laws or the current Operating Rules and Regulations without the prior approval of the Board of Directors or by either a general or specific resolution. All other actions taken by the standing and special committees shall be valid until the next meeting of the Board of Directors, at which time the actions shall be reported to the Board of Directors for approval.

Article VIII

Property and Finances

Section 1. **Contractual Obligations.** The Corporation is not authorized to contract for any obligation in excess of its net worth.

Section 2. **Contractual Obligations Approvals.** Any obligation of the corporate assets requires the prior approval of a majority of the Directors present at a duly held meeting of the Board of Directors.

Section 3. **Personal Property Transfer Approvals.** Personal property of the Club, tangible and intangible, may be sold or transferred only for the benefits of the Club and only after the Board of Directors shall have approved such a transfer.

Section 4. **Real Property Transfer Approvals.** Real property may be acquired by the Board of Directors; however, no real property may be sold or transferred unless approved by a majority of the membership present at a duly held meeting of the members.

Section 5. **Corporate Funds Placement.** The funds of the corporation shall be deposited only in institutions the deposits of which are insured by the Federal Deposit Insurance Corporation or Federal Savings and Loan Corporation.

Section 6. **Corporation Funds-Depositories.** All funds of the corporation shall be deposited in such qualified depository or depositories as the Treasurer may from time to time designate, and shall be deposited promptly but in no event later than 72 hours of their receipt. However, receipts in the aggregate of \$100.00 or less need not be deposited more often than once a week.

Section 7. **Check Signing Authority.** All disbursements of funds of the Corporation shall be made by checks signed by the Treasurer and either the President or the Vice-President. However, the Board of Directors may by resolution provide for the establishment of (1) a petty cash fund to be administered by the Treasurer or General Manager of not exceeding \$250.00 for postage and for defraying other individual expense items of the Corporation, and (2) a special bank account requiring only the signature of the Treasurer or General

Manager for withdrawals, with a balance not to exceed the amount of their total respective surety bonds, such account to be used only for payment of normal operating expenses.

Section 8. Special Bank Accounts. Notwithstanding the provisions of Article VII, Section 7 above, the Board of Directors may from time to time as it deems necessary, authorize the establishment of special bank accounts that are maintained and operated by Tuckahoe Recreation Club, Inc. teams or organizations. Any such team or organization must obtain written permission from the Board of Directors before establishing such an account. Such accounts may only be used to hold funds collected by a team or organization from its members or from voluntary donations. Disbursements from such accounts are limited to normal operating expenses directly associated with the team or organization. The team or organization representative responsible for maintenance of the bank account must submit copies of bank statements on a monthly basis to the Treasurer of Tuckahoe Recreation Club, Inc. and provide all information and requested reports regarding the account to the Treasurer and accountant for inclusion in Tuckahoe Recreation Club, Inc. financial statements.

Section 9. Approval of Obligations. No obligation or expenditure may be made by any committee, officer, or member of the Board of Directors, without prior approval of the Board of Directors, by either a general or specific resolution, except that the Chairman of Engineering and Maintenance Committee in consultation with the President and General Manager, is authorized to obligate the Club for expenditures not in excess of \$2500 in emergency situations when it is not feasible to obtain prior approval of the Board of Directors and immediate action is necessary to protect and preserve the Club's property and assure continued operation of its facilities.

Section 10. BOD Safeguards. The Board of Directors shall assure the faithful performance of the Treasurer and other officers and employees of the Club by such safeguards as the Board of Directors deems appropriate.

Section 11. Corporation Funds-Investments. The funds of the corporation, except those on deposit, as provided in Article VII, Section 5, may be invested only in obligations of the United States Government, or with government insured financial institutions, except that with the express approval of the Board of Directors as to the amount and nature of the investment, such funds may be invested also in interest bearing securities or accounts consisting solely of obligations insured or issued directly by the United States Government or instrumentalities thereof, and commonly referred to as Money Market Funds. They may not be loaned to or invested with any employee, officer, or member of the corporation.

Section 12. Annual Audit. The accounts of the Corporation shall be audited by professional auditors annually in accordance with generally accepted auditing standards. The report of this audit is to be presented at the annual meeting of the membership.

Section 13. Fiscal Year. The fiscal year shall be defined as the calendar year.

Section 14. Property and Finances. The Treasurer is hereby vested with the power to create and administer a program to solicit and accept monetary gifts and bequests to the Club by Club members or former members. All funds received through this program shall be placed in a fund separate from the unrestricted funds used for the general Club operations. The Treasurer and the Finance Committee will make recommendations regarding the expenditure of these funds, subject to the approval by the Board of Directors.

Article IX

Equity Ownership

Section 1. (a) Equity Owners. Each regular member of the Club who has paid his or her annual fee and dues, and who is eligible to vote on Club matters, and whose membership in the Club is otherwise in good standing, is an Equity Owner of the Club. Absentee Members, Limited Members, Provisional Members, Temporary Members, Associate Members, and Emeritus Members are not Equity Owners of the Club.

(b) Limitation of Liability. Members shall not be personally liable for any debts or losses of the Club beyond such Member's annual fee and dues.

(c) Priority and Return of Capital. No Equity Owner shall have priority over any other Equity Owner, except as otherwise provided in these By-Laws, either as to the return of Capital Contributions or as to profits, losses or distributions; provided that this section shall not apply to loans (as distinguished from Capital Contributions) which an Equity Owner has made to the Club.

Section 2. (a) Dissolution. The Club shall be dissolved upon the written Agreement of 75% of the Equity Owners of the Club. Notwithstanding any provision of the Virginia Nonstock Corporation Act to the contrary, the Club shall continue and not dissolve as a result of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Board Member, Officer, Regular Member or any other event that terminates the continued Membership of the Member.

(b) Winding Up. Upon dissolution, the Board of Directors shall immediately proceed to wind up the affairs of the Club.

(c) **Liquidation and Distribution of Assets.** Upon the winding up of the Club, the assets shall be distributed as follows:

- (i) First, to creditors in satisfaction of liabilities of the Club (whether by payment or the making of reasonable provision for payment thereof) other than liabilities for which reasonable provision for payment has been made;
- (ii) Then, to the Equity Owners pro rata in a proportion to be determined by a vote of the Board of Directors. Such proportion shall treat any Board member the same as any other Regular Member.

(d) **Certificate of Cancellation.** When all debts, liabilities and obligations have been paid and discharged or adequate provisions have been made therefore and all of the remaining property and assets have been distributed to the Regular Members, a certificate of cancellation shall be prepared, executed and filed with the Secretary of the Commonwealth of Virginia.

Article X

General

Section 1. **Governing Tenets.** All powers, authority, duties and functions of the members, directors, officers and employees of the Corporation shall be exercised in strict conformity with applicable provisions of law and regulations and of the charter and By-Laws of the Corporation.

Section 2. **Removal of Officer or Director.** Any director or officer of the Corporation may be removed from office by the affirmative vote of two-thirds (2/3) of the voting members present in person or by proxy designated in writing, at a regular or special meeting of the membership called for that purpose, but only after the opportunity has been given him/her to be heard. Any officer or director of the Corporation may be removed from office by the affirmative vote of two-thirds (2/3) of the directors present at a regular or special meeting of the Board of Directors but only after opportunity has been given him /her to be heard. Such person may be reinstated for the remainder of his/her term by a vote of a majority of the voting members present in person or by proxy designated in writing at a special meeting of the membership

Section 3. **Temporary Officer.** When an officer is absent or is otherwise unable to perform the duties of his/her office, the President, with approval of the Board of Directors, may designate another member of the Board of Directors to act temporarily in his/her place

Section 4. **Corporation Papers-Storage.** Copies of the organization papers of the Corporation, its By-Laws, and any amendments thereto, and the membership records of the Corporation shall be preserved in a place of safekeeping. Results of elections and proceedings of all meetings of the Directors and members shall be recorded. The minutes of all meetings shall be signed by the President and Secretary or by those acting in their places. A signed copy of such minutes for each meeting shall be retained and posted. All such documents shall be copied on electronic storage and placed in a secured location, and a Corporate Book or List shall be maintained describing all corporate documents, contracts and other documents described above. The book and documents described above shall be maintained by the Secretary and be readily accessible to Legal Counsel, the Executive Board and the General Manager. A paper and electronic copy (encrypted CD) shall be maintained in a safe deposit box.

Section 5. **Treasurer's and Auditor's Reports.** On or about September 15th of each year, the Board of Directors shall deliver or mail an annual Treasurer's Report to the members. Copies of the annual Auditor's report shall be made available by the Treasurer at the annual meeting and in the office for member perusal.

Section 6. **Roberts Rules of Order.** The rules contained in Roberts Rules of Order Revised shall govern the meetings of the Corporation and its Board of Directors in all cases to which they shall be applicable and in all cases in which they are not inconsistent with the By-Laws or the special rules of order of this Corporation.

Article XI

Amendments to the By-Laws

Section 1. **Adoption of Amendments.** Amendments to these By-Laws may be adopted by the affirmative votes of two-thirds (2/3) of the Directors present at a duly held meeting of the Board of Directors. Such amendments shall be effective sixty (60) days after adoption, and shall remain effective until accepted or rejected by a majority of the voting members present in person or by proxy designated in writing at a duly held meeting of the membership. Members shall be notified of such amendments by the Secretary within fifteen (15) days after adoption by the Board of Directors.

Section 2. **Adoption by Members.** Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds (2/3) of the voting members present in person or by proxy designated in writing at a regular or special meeting of the membership after advance notice to the membership of the specific amendments to the By-Laws to be considered at such meeting.

Section 3. **Amendment Proposal.** Amendments to these By-Laws may be proposed by the Board of Directors in the notice of any regular or special meeting or by any member at any meeting for consideration at the next regular or special meeting.

Article XII

Extension of Facilities

Section 1. **Extension/Expansion of Facilities.** No major extension of the Club's facilities shall take place until it is approved by a majority of the voting members present in person or by proxy designated in writing at a regular or special meeting of the members.

Article XIII

Miscellaneous Provisions

Section 1. **Guests.** Members are permitted to bring guests to Tuckahoe Recreation Club in accordance with Tuckahoe Recreation Club Policies and Procedures.

Section 2. **Guest Privileges for Board Members.** Members of the Board of Directors, officers and members of standing committees shall not receive compensation for services rendered, except the Treasurer, who may not be paid in excess of one thousand dollars (\$1000.00) per year. However, as an incentive for qualified members to serve actively in promoting and carrying on the affairs of the Corporation in a proper manner, the President shall be entitled to receive seventy-five (75) complimentary guest passes at the beginning of the swimming season; the Vice-President, Treasurer, Secretary and each member of the Board of Directors and the Chairman of each standing committee shall be entitled to receive fifty (50) complimentary guest privileges; and other Board members shall be entitled to receive twenty-five (25) complimentary guest privileges. However, no such director, officer or committee member shall receive such privileges for serving in more than one capacity.

Section 3. **Use of Guest Privileges.** The use of such complimentary guest privileges shall be subject to regulation by the Operations Committee.

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