

NEWPORT HILLS SWIM AND TENNIS CLUB

BY-LAWS: AMENDED December 16, 2021

ARTICLE I.

BOARD OF TRUSTEES

Section 1. The Board of Trustees (the "Board") shall be elected by the members of the Club and shall consist of seven persons who must be and remain members. Three Trustees shall be chosen by ballot on the even years of the Annual Meetings of membership, and four Trustees shall be chosen by ballot on the odd years of the Annual Meetings to serve for two years each, or until the successor of each is elected.

Nominations of Board members shall be made from the floor at the annual meeting. The members shall make as many nominations for election to the Board as they desire, but not less than the number of vacancies that are to be filled. As nominations are being made, a digital or paper ballot will be created and members will vote before the end of the meeting.

Section 2. The business and property of the Club shall be managed and controlled by the Board of Trustees who shall exercise the corporate powers of the Club.

Section 3. Vacancies occurring on the Board of Trustees by reason of death, resignation, inability to serve, or other cause may be filled by appointment by a majority vote of the Trustees then in office at a Board meeting of an eligible member who shall serve on the Board until the next Annual Meeting of the membership, at which time a successor shall be elected by the membership in accordance with Section 1, of this Article. The Board may declare the office of a member of the Board of Trustees to be vacant in the event such trustee shall have unexcused absences from three (3) consecutive regular Board meetings.

Section 4. A majority of the Trustees then in office shall constitute a quorum. The act of the majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

Section 5. A Trustee shall serve without compensation.

Section 6. A Trustee may be recalled through membership voting in a special meeting called for that purpose. The number of votes required for recall at such a meeting shall be two-thirds of the members present at a meeting in which a quorum is present.

ARTICLE II.

ORGANIZATION OF TRUSTEES

Section 1. The officers of this Club will include a President, Vice-President, Secretary and Treasurer. These officers shall be elected by the Board of Trustees immediately following each Annual Meeting of the members of the Club to serve until the adjournment of the next Annual Meeting, or until successors are elected.

Section 2. The officers must be, when elected and thereafter remain members of the Club. They must also be Trustees.

Section 3. The President and Treasurer shall be bonded, as shall any other Officer, Trustee, member or outside organization handling the monies of the Club. The amount of bond shall be set by the Board.

Section 4. Vacancies occurring in the offices by reason of death, resignation, inability to serve, or other cause may be filled by the Board to serve until the election of officers, as provided for in Section 1, of this Article.

ARTICLE III.

RESPONSIBILITIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Club and of the Board of Trustees. He (or she) shall be an ex officio member of all committees. He (or she) shall, with the approval of the Board, appoint and employ and remove and discharge all committee members and paid personnel, respectively, provided that the compensation of paid personnel shall be fixed by the Board. He (or she) shall co-sign, (alternatively) with the Treasurer (and one of the other authorized signatories,) all orders on the Treasury and shall perform all other duties usually pertaining to the Office of the President. He (or she) shall appoint an audit committee of three members who are not Trustees, one non-signer account Trustee, and they shall examine the Treasurer's accounts prior to each Annual Meeting and report to the membership at that meeting. The President shall cause to be prepared and presented to the membership, at the Annual Meeting, the yearly budget for approval by the membership.

Section 2. The Vice-President shall perform the duties of the President in the absence or inability of that officer to act, and shall assist the President when called upon. In case of vacancy in the Office of the President, the Vice-President shall assume the position until the vacancy is filled.

Section 3. The Secretary shall keep an accurate record of the proceedings of the Club and of the Board of Trustees. The Secretary shall have custody of all books and records relating to transactions of the Club, except those pertaining to the Office of the Treasurer. He (or she) shall keep the corporate seal.

Section 4. The Treasurer shall be responsible for receipt of all monies of the Club and cause all funds to be deposited in its name. He (or she) shall (co-sign alternatively) with the President all orders on the Club Treasury. All orders must have two signatures, one of which must be that of either the President or Treasurer, and one of which may be that of either the club Manager or the Club Accountant. He (or she) shall keep an accurate account of all monies received and disbursed and render annually a detailed financial statement. He (or she) shall be prepared to render a financial statement (at) any meeting of membership or the Board of Trustees.

ARTICLE IV.

ANNUAL MEETING OF THE MEMBERSHIP

Section 1. The Annual Meeting of members of the Club shall be held during the fourth quarter of the calendar year on a convenient date, time, and place determined by the Board of Trustees. Written notice by the Board and the agenda of said meeting shall be delivered to each member by the Board of Trustees at least ten days prior to the date thereof in accordance with Article V. A yearly budget shall be presented to the membership for voting approval. Acceptance of the budget shall be the authority for the Board of Trustees to disburse funds. Additional expenditures not in the budget shall be approved by the members of the Club in the Annual meeting or in a special meeting held as prescribed in Section 3 of this Article.

Section 2. At all meetings of members of the Club, 10% of the membership shall constitute a quorum. A majority vote of the members represented in person or by proxy at the meeting shall be the basis for decision. The President, or any member, by motion from the floor, may call for a secret ballot.

Section 3. A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the Club before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

Section 4. A special meeting of the members of the Club may be called by the President or a majority of the Board of Trustees. The President shall call a special meeting of members to be held within 15 days after receiving a petition signed by 15% of the members. Written notice and the agenda of special meetings shall be delivered to the members of the Club at least 10 days prior to the meeting date.

Section 5. Meetings of the Board of Trustees may be called by the President or a majority of the Trustees then in office. It shall be mandatory that all Trustees have reasonable prior notification of such meetings delivered in accordance with Article V. The Board of Trustees may waive notice of any Board meeting providing all of the Trustees sign a written waiver of such notice. The Board shall meet at least once every three months. The Board may declare the office of a member of the Board of Trustees to be vacant in the event such trustee shall have unexcused absences from three (3) consecutive regular Board meetings.

Section 6. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Trustees. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

Section 7. The fiscal year of the Club shall commence January 1, and end December 31.

ARTICLE V.

NOTIFICATION OF MEETINGS

Section 1. The President, the Secretary or the Board shall cause to be delivered to each member, either personally, by mail, by facsimile or electronic transmission, written notice stating the place, date and time of the membership meeting and, in the case of a special membership meeting, the purpose or purposes for which the meeting is called. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. The notice may be sent by email or other electronic transmission, if such member has consented to receive such electronically transmitted communications.

Section 2. Notice of Board meetings shall be given to a Trustee in writing not less than five days before the meeting. Notices in writing may be delivered or mailed to the Trustee at his or her address shown on the records of the corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. The notice may be sent by email or other electronic transmission, if such Trustee has consented to receive such electronically transmitted communications.

ARTICLE VI

MEMBERSHIP

Section 1. Membership shall be defined in the following classes:

- 1) FAMILY – Residents in a single-family dwelling, whom are directly related, are entitled to membership for two adults, over age 21, and up to three dependents, up to age 24, before additional dues.
- 2) COUPLE – Residents in a single-family dwelling who are directly related are entitled to a membership for two adults over age 21.

- 3) SENIOR CITIZEN – Senior Citizen membership will be available to any head of household or spouse having reached the attained age of 65. Adults who have been Family members for 25 consecutive years are eligible for Senior Citizen Membership Rate. This amendment replaces all previous definitions of Senior Citizen membership.
- 4) SINGLE – Single membership will be available to any adult 21 years of age or more capable of agreeing to a contract.
- 5)
- 6) SILVER MEMBERSHIP – Adults who have been a Family, Couple, Single, or Senior dues paying members of the club for thirty consecutive years are eligible for a silver membership. The dues for silver members shall be paid annually every April 1st of each year. The annual rate shall be set by the Board of Trustees and approved by the membership at the annual meeting.
- 7)
- 8) GIFT MEMBERSHIP – Giver pays an initiation fee and receives a blank application for a membership. Upon receipt of the gift the recipient completes the application and pays the monthly dues. If the Club reaches its maximum within two years of purchase, the dues will automatically begin.

- 9) CORPORATE MEMBERSHIP. Membership may be issued to a corporation. The corporate representative may designate who will be included in its membership, but users must have the prior approval of the Board of Trustees. The corporation will have no voting rights for membership. Any change in designated users by the corporate member must be approved by the Board of Trustees and will require payment of all relevant fees as determined by the Board of Trustees. The designated users of the corporate membership shall be jointly and severally liable for their payment along with the corporate member, and will be expected to follow all rules and regulations of the Club.

- 10) PROPRIETARY MEMBERSHIP. The following classes of membership shall be eligible for a proprietary membership, which shall be considered an additional class added to their current class of membership: Family, Couple, Senior Citizen, Single and Silver. The Board of Trustees shall establish the additional fee for this membership. The proprietary interest in all assets of the Club, real, personal and mixed, and of whatsoever kind and nature shall vest in the proprietary members, the interest of each such member being the same. The proportionate proprietary interest of any Family, Senior Citizen, Single and Silver member shall cease upon the termination of such member's annual membership. No member, other than those adding proprietary membership to their status, shall have any proprietary interest in the assets of the Club.

- 11) LEAVE OF ABSENCE – A leave of absence not exceeding one year may be granted by the Board of Trustees upon written request of a member in good standing who is temporarily transferred to a new location, is under medical or rehabilitation treatment, or other cause satisfactory to the judgment of the Board. A member will not be required to pay monthly dues during this period and the member and all limited members of the category of membership will cease to have Club privileges. A member on Leave of Absence must notify the Club in writing of his or her desire to return to active status. If the request complies with the terms and conditions under which the Leave was granted, no initiation fee will be charged. Granting Leaves of Absence may be suspended by the Board at any time if in its opinion, the best interests of the Club are served by do so.

- 12) SUMMER ONLY MEMBER: Limited to residents in a single-family dwelling with full usage and membership privileges from May 1st to Labor Day. From Labor Day to April 31st, summer only members are subject to the club's non-member rates and rules for club usage. The number of summer only membership available will be set by the board of trustees.

- 11) OTHER: Person(s) who do not fit into any of the above categories may be approved for temporary membership or temporary limited membership by the club management staff. The temporary status must be approved for permanent status by the Board of Trustees at the next meeting, or the temporary membership and/or temporary limited membership shall be terminated. If there are additional fees, the club will refund all unearned fees on a daily pro-rated basis.

Section 2. Limited Members: Upon acceptance of a Family, Summer, Senior or Silver Membership to the Club, one adult shall be designated as the member and the other family members shall be limited members. Such memberships shall be coterminous with the membership of the member. Children living away from home for purposes of attending school may continue to be limited members. Limited members shall not be required to pay dues. The member shall be responsible for charges and any damages caused by limited members, which shall be considered to be charges of the member. Limited members shall not be entitled to notice of the meetings of members, and shall have no vote, except in the absence of the member. Minor members shall not be entitled to attend meetings of the members.

Section 3. Membership may not be assigned, transferred or sold. However a family member, or their estate upon death, who is selling his (or her) house may have the privilege of transferring his (or her) membership to the successor of his (or her) residence as long as he or she first tenders the same in writing to the Club and either receives a written refusal from the Club or within 30 days the Club shall fail to exercise such option. Such membership must be current within thirty days of billing, and the transfer must be accompanied by an initiation fee from the new resident.

Section 4. A member of the Club may voluntarily withdraw or resign in which event the membership will terminate. A letter of resignation shall be written by the member to the Club specifying the date of resignation. This letter of resignation should be delivered to the Newport Hills Swim and Tennis Club prior to the resignation date. A membership may be terminated for non-payment of dues and charges or for such other cause as the Board of Trustees shall consider adequate grounds for expulsion. In the event of any such termination, the former member of the Club shall have no further interest in the club's property and shall not be paid any amount and shall not be remunerated in any manner on account of such termination. The decision of the Board may be appealed to the membership.

Section 5. Membership in the Club shall not be denied on any basis that is considered a protected class.

Section 6. Membership in this Club shall be limited to a total of 750 Family memberships or as established by the Board of Trustees. *Family membership total includes Summer Only memberships.* (Other membership categories shall not be counted toward this total)

Section 7. The Board of Trustees, with the approval of the membership, shall have the power to increase or decrease the number of members at their discretion, but must make a finding in the event of an increase that such increase will not result in over-crowding of the Club facilities and is necessary for the financial well-being of the Club.

ARTICLE VII

DUES AND INITIATION FEES

Section 1. The Board of Trustees shall have the authority to fix the initiation fee and the monthly dues subject to approval of the membership.

Section 2. The Board of Trustees shall have the authority to fix the fee for a Proprietary Membership.

ARTICLE VIII.

RULES AND REGULATIONS

Section 1. The Board of Trustees may provide, and from time to time supplement and amend, rules and regulations, by resolution, governing the conduct of members of the Club, the use of facilities by members, acceptance, suspension and termination of memberships, the payment of dues, fees and assessments and the operation of the Club. The rules and regulations provided by the Board shall not conflict with or take precedence over these By-laws.

ARTICLE IX.

COMMITTEES

Section 1. The Board of Trustees may, by resolution, provide such committees, as it shall deem suitable in the conduct of the Club's business.

ARTICLE X.

SEAL

Section 1. The seal of the Club shall bear the name of the club and the word "seal".

ARTICLE XI.

AMENDMENTS

Section 1. These By-laws may be amended at any meeting of the membership of the Club at which a quorum is present.

Section 2. All proposed amendments to the By-laws shall be presented to the membership on the written notice ten days prior to the meeting days.

ARTICLE XII.

PROPRIETARY MEMBERSHIP

Section 1. If the Club shall sell any capital facility or real property owned by the Club, any proceeds of the sale, after payment of all liabilities of the Club, may, upon approval of two-thirds of the Trustees in office at a meeting of the Board at which a quorum is present, be distributed by the Board of Trustees to the Proprietary Members of the Club, each such Proprietary Member to receive an amount of proceeds equal to the proprietary interest paid by each such Proprietary Member. If the sale proceed are not sufficient to pay the proprietary interest of all Proprietary Members, such sale proceeds shall be divided among the Proprietary Members on a pro rata basis.

ARTICLE XIII

DISSOLUTION

Upon the dissolution of the Club or its winding up, after paying or making adequate provision for the payment of all the liabilities of the Club, all the remaining assets of the Club shall be distributed by the Board of Trustees to the Proprietary Members of the Club, each such Proprietary Member to receive the amount of proprietary interest in the Club assets paid by each such Proprietary Member. Any assets of the Corporation remaining after such payment to, or provision for payment to proprietary members, shall be distributed Eastside Youth Swimming and Tennis Organization, or if at that time Eastside Youth Swimming and Tennis Organization is inactive, no longer exempt under Section 501(c)(3) of the Code or in existence or unwilling to accept the assets, then said assets shall be distributed to an organization or organizations, as determined by the Board of Trustees, recognized as exempt under Section 501(c)(3) of the Code, and used exclusively to accomplish the purposes for which Eastside Youth Swimming and Tennis Organization is organized.