

**BY LAWS OF
THE RED OAK HILL SWIMMING AND COUNTRY CLUB, INC.
(Amended effective November 20, 2002)**

ARTICLE I – NAME

The name of the club shall be The Red Oak Hill Swimming and Country Club, Inc., herein referred to as the “Club”

ARTICLE II – OBJECT

The purpose for which this club is formed is to promote the health and general welfare of its members and in pursuance thereof to construct, own and operate a swimming pool and other athletic and recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, in the Town of Farmington, County of Hartford, and State of Connecticut for the exclusive use of its members and their guests.

ARTICLE III – GOVERNMENT

Section 1. The Club shall be managed by a Board of Governors, up to fifteen in number.

Section 2. At each Annual Meeting of the Club, Governors shall be elected from among the Active, Established and Senior Members for a term of three (3) years.

Section 3. Any member of the Board of Governors who shall cease to hold Membership in the Club shall thereupon cease to be a member of the Board of Governors.

Section 4. The term of each Governor thus elected shall commence on the adjournment of the Annual Meeting at which the Governor was elected.

ARTICLE IV – BOARD OF GOVERNORS

Section 1. Consistent with these Bylaws, the Board of Governors shall:

(a) Transact all Club business and make and amend rules for the regulation of the use of Club property. It may appoint and remove such officers, clerks, agents or employees as it may deem necessary and may fix their duties and compensations.

(b) Elect members.

(c) Fix, impose and may remit penalties for violations of these Bylaws and Rules of the Club.

(d) Before the Annual Meeting, the Board of Governors may nominate a President. After the Annual Meeting and before the following November 15th, the Board of Governors shall elect from the new Board of Governors a President, a Vice-President – Administration, a Vice-President – Operations, a Secretary and a Treasurer, all of whom shall serve without compensation. Election shall be held annually, shall be by a majority of the votes cast. The officers so elected shall hold office until their successors have been elected.

(e) If necessary, create the offices of Assistant Secretary and/or Assistant Treasurer and appoint one or more persons, who need not be Members of the Club, to hold such office(s) at its discretion.

(f) Constitute and appoint committees and define the powers and duties of the same.

(g) Fill any vacancy in the membership of the Board of Governors to serve until the next Annual Meeting.

Section 2. The Board of Governors shall designate the bank or banks in which funds of the Club shall be deposited and determine the manner in which checks, drafts, and other instruments for the payment of funds of the Club shall be executed. However, the Board of Governors shall always decide who shall sign all such checks, drafts or other instruments for the payment of money drawn in the name of the Club.

Section 3. Each Board of Governors may budget to maintain a contingency reserve to be expended only by a two-thirds majority vote of the Board of Governors.

Section 4. The Board of Governors shall cause the books of the Club to be compiled into acceptable annual financial statements by an accountant or accounting firm, selected by the Governors, who shall not be a member of the Board.

Section 5. Dependent on circumstances the Board of Governors should strive to meet once each month beginning immediately following the Annual Meeting, and at such other times and intervals as they may deem necessary. A majority of the currently elected Governors shall constitute a quorum.

Section 6. Nothing in these Bylaws shall be construed to permit the Board of Governors to borrow or pledge the credit of the Club without the specific approval of the membership at a duly held meeting.

Section 7. Any member of the Board of Governors may be removed from office by a majority vote of the membership present in person or represented by proxy at either an Annual Meeting or a special meeting called in accordance with these Bylaws.

ARTICLE V – OFFICERS

Section 1. The **President** shall preside at the meetings of the Club and the Board

of Governors. He/she shall be the executive officer of the Club. He/She shall appoint, subject to confirmation by the Board of Governors, all committees, designating the chairpersons thereof. He/she shall be, ex-officio, a member of all the committees.

Section 2. The **Vice-President – Administration**, in the absence or disability of the President, shall act in his/her stead. He/she shall, under the direction of the President, attend to the business and financial operations of the Club. He/she shall be, ex-officio, a member of all committees.

Section 3. The **Vice-President – Operations**, in the absence or disability of the President and Vice-President – Administration, shall act for the President. He/she shall, under the direction of the President, attend to the operation and maintenance of the physical plant and properties of the Club.

Section 5. The **Secretary** shall send out notices of the meetings of the Club and of the Board of Governors; keep the minutes, and attend to the correspondence pertaining to his/her office. He/she shall perform such other duties pertaining to his/her office as may be asked of him/her by the Board of Governors.

Section 6. The **Treasurer** shall attend to keeping the accounts of the Club, collecting its revenues, and paying its bills as approved by the Board of Governors or other agency authorized by the Board to incur them. He/she shall deposit funds of the Club received by him/her, in the name of the Club, in such a depository as may be named by the Board. He/she shall perform such other duties pertaining to his/her office as may be asked of him/her by the Board. The Treasurer will have the authority to sign all club checks up to \$2,500.

Section 7. The **Assistant Secretary and/or Assistant Treasurer** shall perform such duties as may be assigned to them by the Secretary or Treasurer, respectively, or by the Board of Governors.

ARTICLE VI – MEMBERS

Section 1. There shall be the following classes of Members:

- (a) Active
- (b) Established
- (c) Senior
- (d) Associate

Section 2. Active Member: Any Member over 21 years of age who is not an Established, Senior or Associate Member.

Section 3. Established Member: Any Member who has paid dues for ten (10) years and who has designated him/herself to be an Established Member and who has no one that would qualify as an Associate member living in their household.

Section 4. Senior Member: Any Member who meets the following terms: (a) has been an Active Member for at least ten (10) years, (b) has paid dues for ten (10) years, (c) has no children under the age of seventeen (17) in the household, (age to be determined as of January 1 in the year in which dues are paid) and (d) previously donated his/her Sinking Fund Note to the Club.

Section 5. Associate Member: Unmarried, dependent child in the household of an Active Member.

Section 6. Special Member: A dependent or other member in the household of a member who shall be approved by the Board of Governors for the period from the date of such approval to the date of the meeting of the Board of Governors in March of the next year unless such approval is canceled by the Board prior thereto or is given for a limited period. Special members would include, but not limited to, childcare providers and exchange students.

Section 7.

(a) The Board of Governors shall appoint a Membership Committee for the ensuing year. It shall be the duty of this Committee to meet from time to time to consider applications for membership in the Club and to recommend to the Board suitable applicants.

(b) The Board of Governors shall vote upon the admission to the Club of each applicant recommended by the Membership Committee, and shall confer membership solely upon those applicants who shall be approved by two-thirds (2/3) of the members of the Board present.

Section 8. Any member of the Club may withdraw at any time by a letter of resignation, subject to the provisions of Article VII, and there shall be no refund of the current year's dues without express authorization of the Board of Governors.

Section 9.

(a) Any member of the Club may, for cause and after having been given an opportunity for a hearing, be suspended for a period greater than seven (7) days and not exceeding three months by a two-thirds (2/3) vote of the members of the Board of Governors present at any meeting thereof, or expelled by three-fourths (3/4) vote of the entire membership of the Board. Cause for suspension, or expulsion shall, in general, consist of violation of these Bylaws or the Rules of the Club, or of conduct unbecoming a lady or gentleman.

(b) The Board of Governors may delegate to one or more of its Members or to a responsible employee of the Club, the power to suspend the privileges of the Club for the violation of the Club Rules and Regulations provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours.

Section 10.

(a) All members of the Club shall be accorded the facilities of the Club subject to its rules and regulations which shall be posted at all times.

(b) The Board of Governors, at its discretion, may extend the privileges of the Club to any person or persons.

(c) The Board of Governors shall, by rule, fix the terms and conditions upon which guests and members may use the facilities of the Club.

(d) Any property of the Club, broken or damaged by a member of the Club, or his/her guest, shall be promptly paid for by such member. No person shall take any article belonging to the Club.

(e) The Club assumes no responsibility, and members or their guests can have no claim against the Club, for the property of members of any class, or any guest, which may be brought into or left in the Club buildings, or on the Club grounds.

(f) No intoxicating liquor shall be sold on the Club grounds.

(g) The Club assumes no responsibility, and member or their guests can have no claim against the Club, for any accident or injury to any person or their property.

Section 11. The Board of Governors shall establish the number of family units, which may hold current membership at the Club, at a figure no more than 275.

ARTICLE VII – DUES AND FEES

Section 1.

(a) The Board of Governors shall establish and regulate dues and may establish and regulate assessments, fees, late payment charges and credits for the current year, no later than the end of the first quarter of each year

(b) Dues shall be sufficient to provide for the necessary operating expenses of the Club and the proper maintenance and improvement of its property, and such dues shall be payable by May 1.

(c) Neither dues nor any part thereof shall be refunded in the event that Club

operations are required to be suspended for any period.

Section 2. All candidates for Active Membership shall be required to pay an initiation fee of an amount established by the Board of Governors at a meeting prior to the end of the first calendar quarter of each year, to be in effect for all candidates accepted into membership in such year. The Board of Governors may waive a portion of the initiation fee, up to the amount paid upon initial membership, with respect to the re-election of a member who had previously resigned in good standing.

Section 3. Under unusual circumstances, the Board of Governors may grant a member a leave of absence for a specified period of time providing the member is in good standing with no outstanding indebtedness including dues, assessments and the full amount of the initiation fee.

Any member failing to pay in full dues and indebtedness by May 1 shall be notified by the Treasurer that if such indebtedness shall not be paid within 15 days thereafter, the Member is automatically suspended by the Board of Governors and he/she shall cease to be a member of the Club. The Board, at its discretion, may reinstate a member upon request and payment of all indebtedness to the Club.

Section 4. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by their family, or household, and for all charges and liabilities imposed upon or incurred by guests introduced by them.

Section 5. All fee and other charges mentioned herein are exclusive of any taxes imposed by the Federal, State and other government bodies and agencies.

ARTICLE VIII – MEETINGS

Section 1. The Annual Meeting of the Club shall be held during the 4th quarter of each calendar year, at such place and time as the Board of Governors may determine. The Annual Meeting shall be for the purpose of electing Governors, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it.

Section 2. Special meetings of the Club may be called by the Board of Governors. Also, upon written request of 10 Active, Established or Bondholder Members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty days.

Section 3. Notice of the Annual Meeting shall be given by phone, mail or e-mail to the Members at least ten days prior thereto. The notice of the Annual Meeting shall include the names of the candidates nominated by the Nominating Committee and of any independent nominations made in accordance with Article IX, Section 2. Special meetings of the Club may be held on five days notice to all Active, Established and Bondholder Members. The notice shall state the purpose for which the special meeting

is called, and no other business shall be transacted thereat.

Section 4. Only Active, Established and Senior Members shall be entitled to vote at meetings of the Club. Any Member may be represented by proxy if not able to attend in person. Voting may be viva voce but ten (10) voting Members, including those represented by proxy, shall have the right to demand voting by roll call.

Section 5. Twenty-five (25) voting Active, Established and Senior Members, present in person, shall constitute a quorum at all Club meetings.

Section 6. Whenever in the bylaws notice to members is required, the mailing of such notices to the last known address of the members shall constitute notice.

Section 7.

(a) The Board of Governors may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.

(b) Special meetings of the Board of Governors may be called by the President and shall be called by the Secretary upon the request of two members of the Board.

(c) Notice of the regular monthly and special Board meetings shall be by phone, mail or e-mail to each member of the Board at least five (5) days before the date of the meeting.

ARTICLE IX – NOMINATIONS

Section 1. There shall be a Nominating Committee to be composed of up to five (5) Club Members selected by the existing Board of Governors. Governors may be on this Committee.

Section 2. Independent nominations by members may be made by a letter and delivered to the Secretary at least twenty (20) days before the Annual Meeting.

Section 3. Nominations may be made from the floor at the Annual Meeting, to fill vacancies, whenever the Nominating Committee has not nominated candidates.

ARTICLE X – MISCELLANEOUS

Section 1. Indemnification:

(a) Each person who acts as Governor or officer or employee of the Club and his/her heirs, executors and administrators shall be indemnified by the Club against expenses necessarily incurred by him/her in connection with the defense of, or payment of any reasonable settlement, or payment of any judgment arising out of any claim, action, suit or proceeding in which he/she is made a party by reason of his/her being or having

been a Governor, officer or employee of the Club, provided, however, that this provision shall not apply to claims, actions or suits or proceedings arising out of injury, loss or damage willfully, deliberately or intentionally caused by any such person.

(b) The right of indemnification provided herein shall insure to each Governor and officer and employee referred to in (1), whether or not he/she is such Governor, officer or employee at the time such costs or expenses are imposed or incurred, and in the event of his/her death shall extend to his/her legal representatives.

(c) The Club is authorized to provide, and to pay the premiums for policies of insurance to comply with the provisions of this section.

Section 2. The Board of Governors shall determine the interpretation to any questions as to the meaning of any provisions of these Bylaws.

Section 3. Whenever mention is made herein as to age of members, it shall be the age as of January 1 of the current year.

Section 4. Notwithstanding any previous provision to the contrary, these Bylaws may be amended by a two-thirds (2/3) vote of the Active Members present in person or represented by proxy, at any meeting of the Club provided at least five (5) days notice of such amendment by mail shall be given to each member.