

TWIN FARMS CLUB, INC.

BYLAWS

(as amended May 9, 2018)

BYLAWS OF THE TWIN FARMS CLUB, INC.

(as amended by membership vote April 2011)

ARTICLE I. MEETING OF MEMBERS

Section A. Annual Meeting. The annual meeting of the Club shall be held in November of each year. The time and place for the meeting shall be established by the Board of Directors, with at least fifteen days written notice to the membership.

Section B. Order of Business. The order of business of the annual meeting shall be:

1. to approve the minutes of the last meeting
2. to receive a report from the Chairman of the Board of Directors
3. to receive a report on the financial status of the Club from the Treasurer
4. to receive the report of the Nominating Committee
5. to request additional nominations from the floor. Any nominations from the floor seconded by five members shall be added to those submitted by the Nominating Committee
6. to elect the directors by secret ballot
7. to conduct any other business of the meeting

Section C. Other Meetings.

1. Summer meetings. In addition to the scheduled annual meeting, there will be a regularly scheduled meeting to be held annually during the last two weeks of June or early July. Exact date to be determined by the Board of Directors and to be announced to the membership at least fifteen days prior to that meeting.
2. Special meetings of the Club shall be called by the Chairman of the Board of Directors as he or they deem necessary, or upon written petition to the Board by at least ten percent of the membership. Ten days prior written notice of the special meeting shall be provided to the membership.

Section D. Quorum. Twenty-five of the voting members (one vote per household) in good standing who are present at any meeting of the Club shall constitute a quorum. The only motion which may be voted upon by a meeting without a quorum is a motion to adjourn or if within one hour after the stated time of such meeting no quorum shall be obtained, the meeting shall automatically be adjourned.

Section E. Presiding Officers. The Chairman of the Board of Directors shall be the presiding officer at all meetings of the members. In the absence of the Chairman, the members of the Board present shall select a presiding officer for that meeting.

Section F. Rules of Order. The meeting shall be conducted according to Robert's Rules of Order except when conflict exists with the Bylaws, in which case the latter shall prevail.

Section G. Majority. Any action taken at a meeting of the voting members shall be by majority vote of the voting members (one vote per household) present in person, by written proxy, or by absentee ballot, unless otherwise provided in the Bylaws.

Section H. Actions of the Board. All actions of the Board of Directors shall be decided by a majority of the Board present unless otherwise specifically provided in the Bylaws.

ARTICLE II. BOARD OF DIRECTORS

Section A. Powers. The affairs and property of the Club, except as otherwise provided by Statute, or by the Charter or in the Bylaws, shall be conducted and managed by a Board of Directors of nine which will include the Secretary and the Treasurer of the Club. The Secretary shall keep full and fair accounts of the transactions of the Board of Directors. The Treasurer shall keep full account of the financial status of the Club and shall take proper steps to safeguard the Club's funds.

Section B. Election. The election of the Secretary, Treasurer and other Directors shall take place at the November annual meeting as required to succeed the Secretary, Treasurer or Directors whose terms have expired. The Secretary, Treasurer or Director so elected shall serve for a period of two years. Effective January 1, 1989 the terms of office for the Secretary, Treasurer and seven Directors shall commence the first day of January.

Section C. Chairman of the Board. The Board of Directors shall elect its own Chairman from among the Directors with the provision that the Secretary and Treasurer shall not be eligible for election to this office. The Chairman shall preside at all meetings at which he is present. The Chairman may be removed and replaced by the Board of Directors at its discretion.

Section D. First Regular Meeting. The Secretary of the Board of Directors as established at the November annual meeting shall call a meeting within four weeks of the annual meeting for the purpose of electing its Chairman and the remaining Director positions whose terms of office will commence January 1.

Section E. Additional Regular Meetings. In addition to the first regular meeting, regular meetings of the Board of Directors shall be held on such dates as may be fixed by the Chairman of the Board except that there shall be at least one such meeting in every three month period within the term of the Board.

Section F. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairman, by the Board, or by the Secretary if he shall have received a written request signed by 15 members stating the propose of such a meeting.

Section G. Notice and Places of Meetings. Notice of every meeting shall be given to each Director or delivered to his residence at least two days before the meeting, or mailed to this residence at least five days before the meeting. Such notice will include the time and place of the meeting. All meetings will be held within a radius of five miles of Twin Farms Club except that a meeting may be held elsewhere with the approval of all the Directors.

Section H. Actions of the Board. All actions of the Board of Directors shall be decided by a majority of the full Board unless otherwise specifically provided in the Bylaws.

Section I. Quorum. At meetings of the Board of Directors, five Directors shall constitute a quorum. If, at any meeting there be less than a quorum present, a majority of those present must reschedule the meeting within ten days. Notice of the rescheduled date shall be sent to all members of the Board.

Section J. Vacancies. In case of any vacancy in the Board of Directors for any cause other than removal by members of the Club, the remaining Directors may elect a successor to hold office for the unexpired portion of the term of the person so replaced, provided that the successor shall be eligible within the requirements of the Bylaws.

Section K. Removal. At any meeting of the members of the Club called for the purpose, any Director may, by a majority vote of all the members, be removed from office, with or without cause and another appointed for the remainder of the term of the person so removed.

Section L. Bonding. Each year the Board of Directors shall be bonded with a reliable bonding agency.

ARTICLE III. MEMBERSHIP

Section A. Membership. Membership in the Club shall be obtained by approval of the Board of Directors of properly executed applications in the order of receipt. Membership shall be extended to all persons in a household who qualify as dependents of the dues paying member under Federal Income Tax rules, in addition to any grandchild(ren) of paid member who reside permanently in household with member. Membership may also be extended to not more than two nondependent family members living permanently in the same household. Additional persons with legal residence in the household may use the Club's facilities by paying normal guest fees or, upon written explanation to and permission from the Board of Directors, by paying each year, a season guest fee for each such person in an amount equal to 25% of the annual dues. Each bond paying household shall be entitled to one vote in the affairs of the Club which may be cast by an adult member of the household. In the event all adult members of a household shall die leaving minor members of the Club surviving, such minors shall be eligible for continued membership upon the application of their guardian or court appointed protector.

Whenever the words member or membership appear, they shall be referred to in the singular or plural, the masculine or feminine and as to a vote of eligibility of a household as may be applicable under the circumstances.

Section B. Charter Membership. Charter members shall consist of the first 200 members to join.

Section C. Total Voting Membership. Total voting membership shall not exceed 310 pool families at any one time.

Section D. Additional Rules of Membership. In addition to the "Bonded Member", other types of membership and/or conditions pertaining to membership may be defined by the Board of Directors with approval of two-thirds of the members present at any meeting, provided that the notice of such meeting shall include the proposed actions.

Through April 2011, additional types of membership have been adopted by either the current or previous Boards. The specific adjustment rates for these memberships are at the discretion of the Board based upon the financial status of the Club.

1. Annual Members – Annual members do not pay a bond and do not have voting rights. Such members pay annual dues at a rate higher than members who have paid the prevalent bond.
2. Senior Members – If a family member reaches the age of 60 by Labor Day, such members will qualify for a discount for that season, at the bonded or annual rate as appropriate.
3. Tennis Only Bonded Members – After payment of a bond, tennis only couple and single members receive a discount off the annual dues paid by bonded members, and are eligible only to use the tennis courts and specifically do not have use of the pools.

4. Single Bonded Memberships – This type of membership is defined as a single person household with no dependents as defined under Federal Income Tax rules. All the other bonded membership rules/definitions apply to this type of membership. This type of membership does not extend to nondependent family members living permanently in the same household.
5. Single Annual Memberships – This type of membership is defined as a single person household with no dependents as defined under Federal Income Tax rules. Single annual members do not pay a bond and do not have voting rights. This type of membership does not extend to nondependent family members living permanently in the same household.
6. July/August Memberships – Based upon the membership status of the Club, members who join between July 1 through July 31, will receive discount off the dues for that season. Those joining August 1 or later, will receive an additional discount.

Section E. Provisional Membership. Provisional memberships may apply only when there is a waiting list for new members. On August 1 of each year and only on August 1, provisional membership may be extended to ten families from the waiting list whose applications were accepted by the Board prior to August 1 of that year. Provisional members must pay one-half of the initiation fee and one-third of the annual dues upon joining and must accept the first voting membership opportunity that they are offered. Provisional membership not converted to voting membership expires at the start of the next swim season. If not applied to the voting member initiation fee, a provisional bond is 90% refundable.

Section F. Termination of Membership.

1. Refund of Initiation Fee. Upon termination of membership within the first year from his date of admission to membership, a member shall be returned a sum equal to 90% of his membership fee, less any indebtedness to the Club. Upon termination of membership at any time after the expiration of one year after date of admission to membership, a member shall be returned a sum equal to 80% of his membership fee, less any indebtedness to the Club. Such refunds, however, shall be made only out of funds provided by initiation fees collected from new members to maintain the full membership complement. Said membership complement would be the membership level attained by the pool at the close of the pool season of the year in which the member resigns, but at no time would be less than 300. Membership complement will always be defined at 300 members of any kind defined in Article III regardless of the number of active members. (Examples: if 305 active members – all resigned members receive their bond back; if 297 active members – we will retain bond of the last three resigning families until three new members join.) Such refunds shall be made in the order that the terminations were acted upon by the Board.

2. Obligations to Charter Members. The initiation fees of Charter Members shall be an obligation to the club to be refunded in full upon termination of membership until January 1, 1960. Therefore, paragraph (1) of Section F above shall apply except that the effective date of membership for this shall be January 1, 1960.

3. Termination by the Board.

(a) If a member becomes ineligible for membership in the Club for any reason, the Board of Directors at its discretion may terminate his membership, provided that they shall include with notice of such termination the refund of initiation fee as provided in paragraphs (1) and (2) of Section F less any existing indebtedness the member may have to the Club.

(b) The membership of any member may be terminated by the Board for any action which the Board considers prejudicial to the welfare of the Club, provided that said member shall have been given at least ten days notice in writing of the pending action including the charges against him and shall have been given an opportunity for a hearing before the Board. In case of such termination of membership, the former member may, within 30 days after the date of the Board's action, submit a written notice of his intention to appeal to the Club. The hearing before the Club shall be at the next meeting after the receipt of the written notice of appeal. It shall require a two-third vote, by ballot, of the total membership to override the Board's decision and such vote shall be final. Within 30 days after the removal becomes final, said former member may apply in writing to the board for a refund of initiation fee. The Board shall pay said member within 90 days after receipt of this request, the refund on initiation fee provided in paragraphs (1) and (2) of Section F, less any indebtedness and cost of property damage to the Club which the former member may have caused the Club. From the date of initial notification by the Board to the member until the case is finally disposed, all ordinary rights and privileges of membership shall be denied to said member.

(c) Any member who refuses or neglects to pay dues to the Club within 30 days after the due date thereof may be suspended at the discretion of the Board and shall be so notified. During the period of suspension, the member shall continue to be liable for dues but shall be denied all ordinary rights and privileges of membership. If default is not cured within 30 days after notification, the Board at its discretion may terminate the membership of said member. If said member is removed from membership, the Board at its discretion may reinstate said member to membership upon payment of all his indebtedness to the Club. In case of such termination of membership, the member may within 30 days of the Board's action apply for a refund of initiation fee according to paragraphs (1) and (2) of Section F.

(d) No member of the Board of Directors shall disclose the nature of his or any other Director's vote on a termination of membership to any person for any reason.

4. Resignation. Resignation of any member when made in writing and delivered to the Board shall become effective immediately upon its acceptance by the Board provided all indebtedness of such member to the Club has been paid. Such former member may apply to the Board for a refund of initiation fee according to paragraphs (1) and (2) or Section F.
5. Forfeit of Interest. Any member whose membership in the Club is terminated shall forfeit all interest in any property or other assets belonging to the Club.

ARTICLE IV. FINANCES

Section A. Disbursements. All disbursements by the Club will be by check except for disbursements in amount less than \$10.00 which may be paid from petty cash by the Treasurer. All checks against the Club's accounts in excess of \$2,000 shall be signed by two of the following members of the Board of Directors: Chairman, Treasurer, Secretary, a member of the Board so designated by the Board.

Section B. Commitments. Except for the construction, maintenance and operation of the Club facility, the Board of Directors shall not commit funds or issue bonds, indentures or other evidences of indebtedness in an amount greater than \$3,000 except to accrue out its instructions as evident by a majority vote of the voting members (one per household).

Section C. Initiation Fees. The initiation fee for Charter Membership in the Club shall be \$250. The initiation fee for all other persons applying for membership shall be as established by the Board of Directors consistent with the prevailing economic conditions at the time and shall be effective upon 60 days written notice to the membership.

Section D. Dues. Dues and team participation fees payable by members shall be established by the Board of Directors to cover reasonable operating and maintenance costs of the Club. Notice of such dues and team participation fees shall be sent to the members no later than the first of February of each year by the Treasurer. Dues and participation fees for the calendar year will be due by April 1. Payments postmarked after April 1 will be assessed a 5% late fee per month. Dues and participation fees and late fees must be paid no later than June 1 or penalties specified in existing Bylaw, Article III, Section F, paragraph 3C will be applicable. At any time during the calendar year the Board of Directors may declare an increase in dues and team participation fees if those previously established are found to be inadequate for the operation of the Club, and these dues and team participation fees shall be paid by all members within 30 days after notice.

Section E. Auditing. The Chairman of the Board of Directors shall appoint a Committee of the membership for the purpose of auditing the financial records of the Club during the month of March of each year.

ARTICLE V. SUNDRY PROVISIONS

Section A. Nominating Committee. No less than 30 days before the annual meeting of the members, the Board of Directors shall appoint a Nominating Committee of five members, none of whom shall be a member of the Board of Directors, for the purpose of the nomination of a slate of candidates for election to office at the annual meeting. The Nominating Committee shall provide at least one nominee to replace each officer whose term shall expire by the date of the annual meeting and shall assure themselves that such candidates are willing to serve if elected.

Section B. Amendments. These Bylaws, or any amendments thereto, may be changed, and new Bylaws may be adopted by a two-thirds majority of the membership voting on the amendment.

Section C. Directors' Bylaws and Rules. The Board of Directors shall have the power to make, alter and repeal supplementary Bylaws or Rules, not inconsistent with any Bylaws adopted by the members; but any such supplementary Bylaws or Rules may be altered or repealed by the Members by majority vote of the members present in person or by written proxy at any special meeting called for that purpose, or at any annual meeting, provided that with the notice of such meeting the proposed action shall be stated.

Section D. Dissolution. If this corporation shall be dissolved for any reason, the Board of Directors shall liquidate all assets, and with money so obtained satisfy all outstanding evidence of indebtedness. If funds shall remain, they will be returned to the members prorated as the interest of each shall appear excepting that no member shall so receive more monies than shall have been collected from him by the Club. If after these disbursements, funds remain, they shall be contributed to a recognized and legally established charity, having a tax exempt status under the appropriate section of the current United States Internal Revenue.

ARTICLE VI. ELECTRONIC COMMUNICATIONS & DOCUMENTS

Section A. Electronic Communications Consent. If a member owns, controls, or has reasonable access to the appropriate hardware and software, then, regardless of any contrary bylaw, and as requested by the Club, the member agrees to:

1. Use, accept, send, and receive electronic communications and other documents regarding any notification and transaction with, for, or involving the Club;
2. Conduct any notification, action or transaction with, for, or involving the Club by electronic means; and
3. Give or confirm any required voting consent electronically.

Section B. Electronic Communications Requirements. Unless the Board of Directors determines otherwise:

1. Any electronic communication or other document to or from the member satisfies any requirement imposed by law, the articles of incorporation, or these bylaws that the underlying record, notice, communication, or other document be in writing;
2. Electronically sending or receiving any electronic communication or other document to or from the member satisfies any requirement imposed by law, the articles of incorporation, or these bylaws that the underlying record, notice, communication, or other document be sent or received personally or by mail; and
3. The member electronically taking any action provided in these bylaws satisfies any requirement imposed by law, the articles of incorporation, or these bylaws regarding the form or manner of taking the action.

All electronic communications and other documents sent electronically to a member or former member at the member or former member's last known electronic address are considered sent and received on the date sent. All electronic communications and other documents sent electronically to the Club from a member or former member are considered sent and received on the date received by the Club. For purposes of this article, the term "electronic" includes, but is not limited to electronic mail.