



# WOODBROOKE HILLS SWIM & TENNIS CLUB

## By-Laws

*Amended November 14, 2018*

### **ARTICLE I – NAME**

The name of the Club shall be the Woodbrooke Hills Swim and Tennis Club, with principal offices located at 32050 W. 13 Mile Road, Farmington Hills, Michigan, 48334.

### **ARTICLE II - PURPOSE**

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 recreational facilities, together with such incidental objects as are appropriate in the conduct of Its activities, in the county of Oakland and State of Michigan for the exclusive use of its members and their families.

### **ARTICLE III - BOARD OF TRUSTEES**

SECTION 1 - The Club shall be managed by a Board of Trustees, nine (9) in number, consisting of a President (officer), Vice-President (officer), Secretary (officer), Treasurer (officer), Communications Chairperson, Membership Chairperson, Pool and Grounds Chairperson, Swim Chairperson, and Tennis Chairperson, all of whom shall serve with waived annual dues. In addition, the Board shall have the authority to appoint up to 2 Members-at-Large yearly, whose duties will include heading special projects and assisting committee chairs and officers as needed. These appointments will be subject to the same removal process as other trustees, per Article IV, Section 5 of the bylaws.

SECTION 2 - At each annual meeting of active members of the Club, trustees shall be elected to fill the positions(s) available on the Board of Trustees. The nominated members must be from among the active members of the Club. Each term shall be for a term of two (2) years and until their successors shall have been chosen.

SECTION 3 - Any member of the Board of Trustees who shall cease to hold active membership in the Club automatically shall cease to be a member of the Board of Trustees.

SECTION 4 - The fiscal year of the Club shall be from October 1 to September 30.

### **ARTICLE IV - DUTIES OF TRUSTEES**

SECTION 1 - Consistent with these by-laws, Board of Trustees shall:

(A) - Transact all Club business and make and amend rules for the regulation of the use of Club facilities and property. It may appoint and remove such Officers, Clerks, Agents, Servants, or Employees as it may deem necessary and fix their duties and compensations.

(B) - Elect members.

(C)- Fix, impose and remit penalties for violations of the By-Laws and Rules of the Club

(D)- If necessary, create such other offices as may be necessary and appoint one or more persons to such offices.

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

(F) - Fill any vacancy in the membership of the Board of Trustees to serve until the next Annual Meeting of Active Members.

(G) - Maintain and publish rules of health and good conduct in connection with the operation of the pool and Club premises.

SECTION 2 - The Board of Trustees shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts, and other instruments for the payment of money should be drawn in the name of the Club.

SECTION 3 - The Board of Trustees shall meet normally at such times and intervals as they may deem necessary. Six (6) members of the Board shall constitute a quorum.

SECTION 4 - Any member of the Board of Trustees may be removed from office by a majority vote of the membership present in person at either an Annual Meeting or Special Membership Meeting called in accordance with these By-Laws (Article VIII, Section 2).

## **ARTICLE V – OFFICERS**

SECTION 1 - The officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. The President, Vice- President, Secretary, and Treasurer serve two year terms, and the position is open for election at the conclusion of the two year term. Elections are conducted as described in Article IX Section 1. They shall hold office until the end of the first meeting of the Board of Trustees following the Annual Meeting of the Club.

SECTION 2 - The President shall preside at the meetings of the Club and the Board of Trustees. S/he shall be the Administrative Officer of the Club. S/he shall appoint, subject to confirmation by the Board of Trustees, all standing committees, designating the chairperson thereof; except Chairpersons elected by the general membership under the provisions of Article IX, Section 1(A) and all special committees as may be directed. He/she shall be, ex-officio, a member of all committees.

SECTION 3 - The Vice-President, in the absence or disability of the President, shall act in his/her stead. S/he shall, under the direction of the President, attend to the business operations and personnel management of the Club. S/he will be, ex-officio, a member of all committees.

SECTION 4 - The Secretary shall send out the notices of the meetings of the Club and the Board of Trustees, keep the minutes and attend to the correspondence pertaining to his/her office as may be asked of him/her by the Board of Trustees.

SECTION 5 - The Treasurer shall attend to keeping the accounts of the Club and paying its bills as approved by the Board to incur them. Each year s/he shall be responsible for the preparation of a preliminary proposed budget for the ensuing year for presentation to the Board of Trustees and Club membership. S/he shall perform such other duties pertaining to his/her office as may be asked of him/her by the Board. He/she shall be bonded in an amount approved by the Board.

## **ARTICLE VI - MEMBERS**

SECTION 1 - Membership in the Club shall consist of family unit. A family unit is defined by the Club as husband and/or wife, domestic partnership, or head of household. Membership shall include dependent members of the immediate family as defined by the IRS standards.

SECTION 2 - (A) - Candidates for membership must complete a membership application and remit through the Membership Chairperson and must be personally known and recommended by at least two members in good standing.

(B) - The Board of Trustees shall vote upon the admission to the Club of each applicant electronically via email or at their first meeting after receiving such recommendation from the Membership Chairperson, and shall confer membership only upon those applicants who shall be approved by two thirds (2/3) votes of all the members of the Board of Trustees present.

SECTION 3 - Any member of the Club may withdraw at any time subject to provisions of Article VII.

SECTION 4 - (A) - Any member may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three months by a two-thirds (2/3) votes of all members of the Board of Trustees present at any meeting thereof; or expelled by a 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 By-Laws of the Club or the Rules and Regulations of the Club as noted on the Club website.

(B) - The Board of Trustees may delegate to a responsible employee of the Club, the power to suspend pool privileges 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 5 - (A) - All members of the Club shall be accorded the facilities of the Club, subject to the Club Rules and Regulations.

(B) - The Board of Trustees at its discretion may extend the privileges of the Club to any person or persons.

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

(D) - Any property of the Club, broken or damaged by a member 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 claims 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 grounds.

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

SECTION 6 - The number of memberships of the Club shall be established at 315.

## **ARTICLE VII - DUES AND FEES**

SECTION 1 - (A) - The Board of Trustees shall present to the membership at the Annual Meeting, a proposed balanced operating budget, which shall be approved, with or without amendment, by a majority of votes of those members present and voting. Thereafter, such budget shall not be amended by the Board of Trustees without a concurring vote of two-thirds (2/3) of the

members of the Board.

(B) - The Board of Trustees, by January 1 of each year, shall establish membership dues of membership for the ensuing year. Such dues shall not exceed those necessary to finance the approved operating budget, provide for the retirement of any existing indebtedness of Club and provide a reasonable reserve for contingencies.

(C) – All members will be invoiced for dues outstanding on a monthly basis, with the first invoice being sent approximately January 1st. The Board of Trustees will establish a discount for payment in full based on the postmarked date of the payment within the first billing period. Payments are to be mailed to: Woodbrooke Hills Swim and Tennis Club, P.O. Box 2041, Farmington Hills, MI 48333. All membership accounts are expected to be paid in full no later than April 1st of each year or a late fee will be assessed to the bondholder. The Board of Trustees will establish the late fee annually. The Board of Trustees shall have the authority to establish and modify these billing dates and conditions on an annual basis.

(D) - Members shall be required to document any billing disputes in writing. Issues are to be mailed to: Woodbrooke Hills Swim and Tennis Club, P.O. Box 2041, Farmington Hills, MI 48333. The Board of Trustees will review billing disputes at their next regularly scheduled meeting.

(E) - There shall be no refund of any portion of the current year's dues, except at the discretion of the Board of Trustees.

SECTION 2 - All candidates for membership in the Club shall be required to pay an initiation fee established yearly by the board.

SECTION 3 - All members accepted into membership as a condition of membership, shall be required to purchase a membership bond in the amount of \$700.00 or as established at a value modified by formal action at either an Annual or Special Membership Meeting.

SECTION 4 - The bonds created hereunder are restricted as to transfer as follows:

(A) -In the event that the registered owner of any bond is disposing of his/her home, s/he may notify the Board of Trustees in writing of his/her withdrawal of membership in the Club and offer the bond s/he owns to the purchaser of his/her home. If the new owner desires to purchase the bond, s/he must make written application with the Board of Trustees for membership in the Club. If upon receipt of such application, the Board of Trustees should reject it, the bond may be sold or transferred as set forth in (B) below.

(B) - If the registered owner of any bond desires to sell or transfer his/her bond under any conditions other than those set forth in (A) above, s/he must first file withdrawal, in writing, of membership with the Board of Trustees, and then offer said bond to the Club for repurchase at its original face value for a period of thirty (30) days. Such offer shall be made in writing to the Club. If the Club does not elect to purchase said bond within said thirty (30) day period, the holder thereof shall be free to arrange to sell or transfer his/her bond upon the open market: however, the conferring of membership upon the purchaser of the bond will be subject to the provisions of Article VI, Section 4. Until such time a sale is completed, the selling bondholder is responsible for all dues, fees, and assessments incurred.

(C) - The Club shall be the sole transfer agent in all bond transactions.

SECTION 5 - In the event and upon the effective date of the dissolution of the Club in any manner or for any cause, and in lien upon the proceeds of the sale of the property of the Club after the payment of all of its just debts and obligations to the extent of the then value of the bonds is fixed by these By-Laws, subject to set-off of all debts, dues and obligations owed by the holder of the

bond. After payment of all bonds outstanding, upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed pro rata among the then active membership of the Club.

SECTION 6 - Upon cessation of membership for any cause including failure to pay, all indebtedness owed to the Club by a member shall be a lien upon and charged against his/her bond. The bond may be taken over the by Club to satisfy such indebtedness thirty (30) days after suspension. The bond will be sold at the value established herein under Section 3 or at fair market value at the discretion of the Board of Trustees and any proceeds from the bond sale which exceed the indebtedness and resale processing expense (\$100.00) will be returned to the defaulted bond holder. In the event of the Club being unable to obtain possession of the bond, it may be canceled on the books of the Club, and a new bond issued in place thereof to newly elected member on payment by him/her to the Club of the fair market value of the bond. In case of the enforcement of a lien, as above herein provided, neither the signature of the holder nor the delivery of the bond shall be requisite to perfect the transfer to the Club. The Club, for the time being is hereby authorized, as the attorney of the holder of such bond, to make such transfer. Every bond issued is expressly subject to the provisions of this section.

SECTION 7 - Members shall be responsible for the payment of all charges of liabilities that may be imposed upon or incurred by members of their family to whom the privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by guests introduced by them.

SECTION 8 - No special assessments shall be levied upon the members without approval of a majority of the members present at a meeting duly constituted in accordance with Article VIII, below.

SECTION 9 - All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State and other governmental bodies and agencies.

## **ARTICLE VIII – MEETINGS**

SECTION 1 - (A) The Annual Meeting of the Club shall be held during the fall (September – November) in each year, at such place and time as the Board of Trustees may determine. At least ten (10) days notice of the Annual Meeting shall be given by electronic mail to members (unless requested by member to sent by United States postal mail).

(B) - The Annual Meeting shall be for the purpose of electing Board of Trustees, presenting reports, approval of an operating budget for the following fiscal year, and for the transaction of such other business as may be indicated in the notice or may be brought before it.

(C) - No motion may be entertained at any Special or Annual Meeting for expenditure in excess of \$10,000.00 unless notice of such motion has been submitted to the Secretary 30 days prior to the date of the meeting. Such motions received by the Secretary shall be included in notice of Special (Article VIII, Section 2(b)) or Annual (Article VIII, Section 1(a)) Meeting.

SECTION 2 - (A) - Special Meetings of the Club may be called by the Board of Trustees. Also, upon written request of ten percent (10%) of the active membership to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty (30) days.

(B) - At least ten (10) days notice of any Special Meeting shall be given by electronic mail to members (unless requested by member to sent by United States postal mail).

(C) -The notice of any Special Meeting shall state the purpose of the Special Meeting, explain in detail

the issue to be acted upon, and provide a proxy for use if a member will be unable to attend the open meeting. No other business may be transacted at the Special Meeting.

SECTION 3 - There shall be one vote for each membership bond in good standing which may be cast in person or by proxy. Voting shall be by voice on procedural matters, subsidiary motions, and amendments to main motions, but ten (10) members shall have the right to demand voting by roll call. Voting on main motions of substance shall be by secret ballot unless the secret ballot is waived by a vote of two-thirds of the voters present and voting. A quorum at an Annual or Special Meeting shall be ten percent (10%) of bonds in good standing, including proxies for the purpose of deciding any Issue.

SECTION 4 - Whenever in these By-Laws notice to members is required, it shall be given by last known electronic mail to members (unless requested by member to sent by United States postal mail).

SECTION 5 - (A) - The Board of Trustees shall hold its first meeting within sixty (60) days following the Annual Meeting as specified in Article VIII, Section 1(A).

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

(C) - Special Meetings of the Board of Trustees may be called by the President, and shall be called by the Secretary upon the request of two(2) members of the Board.

(D) - Notice of the regular monthly and Special Board Meetings shall be mailed to each member of the Board at least ten (10) days before the date of the Meeting.

(E) - Total expenditures for Club improvements, exclusive to replacement of operating equipment, in excess of \$10,000.00 in any calendar year, must be approved by a majority of the active members present at a Special or Annual Meeting duly constituted in accordance with Article VIII.

## **ARTICLE IX - NOMINATIONS AND ELECTIONS**

SECTION 1 - The elections process for open board positions shall be in the form of a Call for Candidates, posted at the club, on or about August 1, and made to the general voting membership, all of whom will have the opportunity to submit candidates. This will result in a slate of candidates whose names will be published by the Secretary and sent to all members in preparation for election at the annual meeting. The Secretary shall forthwith prepare written ballots containing a list of all candidates and mail the same, with a return envelope, to all the active members, who shall have the right to cast their ballot by mail (prior to the annual meeting and need to be received by the day of the annual meeting), in accordance with instructions. Precautions shall be taken to insure ballots can be voted only in a proper manner with due secrecy.

SECTION 2 - The Secretary shall supervise the tabulation and make proper records accordingly, and submit and announce the results at the Annual Meeting following, and the persons receiving the highest vote for each office shall be declared elected.

## **ARTICLE X – COMMITTEES**

SECTION 1 - (A) - The standing committees shall be Pool and Grounds, Membership, Swim, and Tennis.

(B) - The duties and powers assigned in these By-Laws to the standing committees shall be subject to the authority of the Board of Trustees.

SECTION 2 - The Pool and Grounds Committee shall exercise supervision over the pool and grounds, shall, under the direction of the Board of Trustees, attend to the improvement and maintenance of the pool, building, operating equipment, and grounds.

SECTION 3 - The Membership chairperson shall attend to the function of the procurement of members as specified in Article VI, Section 4, and will maintain a current Club membership roster.

SECTION 4 - The Swim Committee shall plan, organize, direct and control all Club swim activities.

SECTION 5 - The Tennis Committee shall plan, organize, direct and control all Club tennis activities.

SECTION 6 - Such temporary committees as deemed necessary may be appointed by the Board of Trustees and they shall terminate when the purpose of the formation has been fulfilled.

#### **ARTICLE XI - MISCELLANEOUS**

SECTION 1 - (A) - Each person who acts as a Board of Trustees member of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or having been a member of the Board of Trustees of the club, except in relation to matters as to which s/he shall be judged in such action, suit or proceeding based on gross negligence or willful misconduct in the performance of his/her duties.

(B) - The right of indemnification provided herein shall incur to each member of the Board of Trustees referred to in (A), whether or not s/he is such a Board of Trustees member 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.

SECTION 2 - The business transacted at all meetings of the Membership and the Board of Directors shall be pursuant to Roberts Rules of Order (Simplified) for use in business meetings, except when said rules conflict with these Bylaws.

SECTION 3 - These By-Laws may be amended by a two-thirds (2/3) vote of the Active Members present at any meeting of the Club provided at least ten (10) days notice of such amendment by mail shall be given to each such member.

SECTION 4 - It is the responsibility of every club member to keep the Club apprised of their current address by notifying the Membership Chairperson in writing of any change, either temporary or permanent. Given their failure to do so, no fine or late fee can be excused.