



# Scottish Hills Recreational Club By-Laws

3/9/2016

Vice President \_\_\_\_\_  
President \_\_\_\_\_

SHRC BOARD OF DIRECTORS

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# Scottish Hills Recreational Club, Inc.

## By-Laws

### Article I - Offices

#### I. 1. Principal Offices:

The principal office of the Corporation shall be located in Cary, North Carolina.

#### I. 2. Registered Office:

The registered office of the Corporation required by law to be maintained in the state of North Carolina may be, but need not be, identical with the principal office.

### Article II - Meetings of Members

#### II. 1. Place of Meetings:

All meetings of members shall be held at the principal office of the Corporation, or at such other place as shall be designated in the notice of the meeting or agreed upon by a majority of the members entitled to vote there at.

#### II. 2. Annual Meetings:

The annual meeting of members shall be held at 7:30 p.m. on the first Tuesday in March of each year for the purpose of electing directors of the Corporation and for the transaction of such other business as may be properly before the annual meeting.

#### # March 2005 Amendment - Annual Meeting

The date and time of the annual meeting shall be proposed by the President and agreed to by a quorum of the other Directors.

#### II. 3. Substitute Annual Meetings:

If the annual meeting shall not be held on the day designated by these by-laws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

#### II. 4. Special Meetings:

Special meetings of the members may be called at any time by the President, Secretary or Board of Directors of the Corporation, or by any member pursuant to the written request of not less than one-tenth of all members.

#### II. 5. Notice of Meetings:

Written or printed notice stating the time and place of the meeting shall be delivered not less than five days before the date thereof, either personally or by mail, by or at the direction of the President, the Secretary, or other persons calling the meeting, to each member entitled to vote at

such meeting. In the case of an annual or substitute meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

When a meeting is adjourned for less than thirty days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by an announcement at the meeting at which the adjournment is taken.

#### II. 6. Voting Lists:

A list of the members entitled to vote at such meetings, with their address, shall be kept on file at the registered office of the Corporation for a period of five days prior to each meeting, and shall be subject to inspection by any member at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

#### II. 7. Quorum:

One-tenth of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of members. If there is no quorum at the opening of a meeting of members, such meeting shall be adjourned from time to time by the vote of a majority of the members voting on the motion to adjourn; and, at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

#### II. 8. Voting:

Each member having voting rights shall be entitled to one vote on each matter submitted to a vote at a meeting of members. There shall be no cumulative voting by members.

Voting on all matters except the election of directors shall be by voice vote or by a show of hands unless the holders of one-tenth of the members represented at the meeting shall, prior to the voting on any matter, demand a ballot vote on that particular matter.

March 2015 Amendment - Proxy voting

Proxy voting shall be limited to a maximum of five (5) proxy votes per membership.

#### II. 9. Informal Action by Members:

Any action which may be taken at a meeting of the members may be taken without a meeting if a Consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the Corporation to be kept in the Corporate Minute Book.

### **Article III - Directors**

#### III. 1. General Powers:

The business and affairs of the Corporation shall be managed by the SHRC Board of Directors or by such Executive Committee as the Board may establish pursuant to these By-Laws.

#### III. 2. Number, Term, and Qualifications:

The number of Directors of the Corporation shall be nine (9). Three Directors shall be elected to serve one year, three Directors to serve two years, and three Directors to serve three years. One each succeeding year three Directors shall be elected and their term of office shall be three years. Each Director shall hold office for his/her designated term until his/her successor is elected and qualifies, unless his/her office is earlier vacated by his/her death, resignation, removal or disqualification. It shall be necessary for Directors to be members of the Corporation and residents of the State of North Carolina.

\* February 3, 1994 Amendment - Number, Term, and Qualifications

A member of the SHRC Board of Directors (SHBD) may serve only two (2) consecutive three (3) year terms of office - an individual must have at least a one year break after serving two consecutive three year terms of office. Exception: if an individual is appointed or elected to complete an unexpired term, that individual may then serve two consecutive full three year terms following completion of serving the initial partial term of office.

\* February 3, 1994 Amendment - Number, Term, and Qualifications

Service on the SHBD is limited to one family member per membership at any one time.

# March 2005 Amendment - Number, Term, and Qualifications

The number of Directors of the Corporation has been reduced from nine (9) to seven (7).

2010-1 Amendment - Number, Term, and Qualifications

The number of Directors of the Corporation has been increased from seven (7) to nine (9).

2010-2 Amendment - Number, Term, and Qualifications

For the limited purposes of the 2010 election of Directors the candidates with the fourth and fifth highest vote totals shall be serve terms of 2 and 1 year(s) respectively.

### III. 3. Election of Directors:

Except as provided in Section 5 of this Article, the Directors shall be elected at the annual meeting of the members; and those persons who receive the highest number of votes shall be deemed to have been elected. If any member so demands, election of Directors shall be by ballot.

### III. 4. Removal:

Directors may be removed from office with or without cause by a vote of the members constituting a majority entitled to vote at an election of Directors. If any Directors are so removed, new Directors may be elected at the same meeting to fill the unexpired terms of the Directors so removed.

### III. 5. Vacancies:

A vacancy occurring in the SHBD may be filled by a majority of the remaining Directors, though less than a quorum, or by the sole remaining Director; but a vacancy created by an increase in the authorized number of Directors shall be filled only by election at an annual meeting or at a special meeting of members called for that purpose. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

### III. 6. Chairman:

The President of the Corporation shall serve as Chairman of the SHBD, and shall preside at all meetings of the SHBD and perform such other duties as may be directed by the Board.

III. 7. Compensation:

The SHBD may compensate Directors for their services as such and may provide for the payment of all expenses incurred by Directors in attending regular and special meetings of the SHBD.

III. 8. Executive Committee:

The SHBD may, by resolution adopted by a majority of the number of Directors fixed by these By-Laws, designate two or more Directors to constitute an Executive Committee, which committee to the extent provided in such resolution, may exercise all of the authority of the SHBD in the management of the Corporation.

**Article IV - Meetings of Directors**

IV. 1. Regular Meetings:

A regular meeting of the SHBD shall be held immediately after the annual meeting of members. In addition, regular meetings of the SHBD shall be held at 7:30 p.m. on any day of the first full week in each month of the year except for the months of November, December, and January in the principal office of the Corporation, or at such other places as shall be designated by notice to each Director or agreed upon by a majority of the Directors fixed by these By-Laws.

# March 2005 Amendment - Meetings

The date and time of each monthly meeting shall be proposed by the President and agreed to by a quorum of the other Directors.

IV. 2. Special Meetings:

Special meetings of the SHBD may be called by or at the request of the President or by any two (2) Directors.

IV. 3. Notice of Meetings:

Regular meetings of the SHBD maybe held without notice, except in the case of a meeting to be held in a place other than the principal office of the Corporation. The person or persons calling a special meeting of the SHBD shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

IV. 4. Quorum:

A majority of the Directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the SHBD.

IV. 5. Manner of Acting:

Except as otherwise provided in this section, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the SHBD. The vote of a majority of the number of Directors fixed by these By-Laws shall be required to adopt a resolution constituting an executive committee. The vote of a majority of the Directors then holding office shall be



required to adopt, amend or repeal a By-Law, or to adopt a resolution dissolving the Corporation without action by the members. Vacancies on the SHBD may be filled as provided in Article III, Section 5 of these By-Laws.

IV. 6. Informal Action by Directors:

Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

**Article V - Officers**

V. 1. Number:

The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the SHBD may from time to time elect. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

V. 2. Election and Term:

The officers of the Corporation shall be elected by the **SHBD**. Such elections may be held at any regular or special meeting of the Board. Each officer shall hold office for a term of one year or until his/her successor is elected and qualifies or until his/her office is earlier vacated by his/her death, resignation, removal or disqualification.

V. 3. Removal:

Any officer or agent elected or appointed by the **SHBD** may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

V. 4. Compensation:

The compensation of all officers of the Corporation shall be fixed by the SHBD.

\* February 3, 1994 Amendment - Compensation

Compensation of the SHBD shall be limited to dues "in kind."

V. 5. President:

The President shall be the principal executive officer of the Corporation and, subject to the control of the SHBD, shall supervise and control the management of the Corporation in accordance with these By-Laws. He/she shall, when present, preside at all meetings of members and of the SHBD. He/ she shall sign with any other proper officer, certificates of membership in the Corporation and any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated to the SHBD to some other office or agent; and, in general, he/she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the SHBD from time to time.

V. 6. Vice Presidents:

The Vice Presidents in the order of their election, unless otherwise determined by the SHBD, shall, in the absence or disability of the President, perform the duties and exercise the powers of that

office. In addition, they shall perform such other duties and have such other powers as the SHBD shall prescribe.

V. 7. Secretary:

The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and Directors. He/she shall give all notices required by law and by these By-Laws.

He/she shall have charge of the Corporate Seal, and he/she shall affix the Corporate Seal to any lawfully executed instrument requiring the Seal. He/she shall maintain the membership books of the Corporation and shall keep at the registered or principal office of the Corporation, a record of members showing the name and address of each member.

He/she shall sign such instruments as may require his/her signature, and in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned him/her from time to time by the President or by the SHBD.

V. 8. Treasurer:

The Treasurer shall have general charge of the corporate books and records, and shall have custody of all funds and securities belonging to the Corporation. He/she shall receive, deposit or disburse all funds under the direction of the SHBD. He/she shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and he/she shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations, all in reasonable standing, to be made and filed at the registered or principal office of the Corporation within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any member for a period of ten years; and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any member upon his written request therefor. The Treasurer shall, in general, perform all duties incident to his/her office and such other duties as may be assigned to him from time to time by the President or by the SHBD.

V. 9. Assistant Secretaries and Treasurers:

The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively perform the duties and exercise the powers of those offices, and they shall, in general perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the SHBD.

V. 10. Bonds:

The SHBD may by resolution require any or all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the SHBD.

## **Article VI - Contracts, Loans, and Deposits**

VI. 1. Contracts:

The SHBD may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

VI. 2. Loans:

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the SHBD. Such authority may be general or confined to specific instances.

VI. 3. Checks and Drafts:

All checks, drafts and other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the SHBD.

VI. 4. Deposits:

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the SHBD shall direct.

VI. 5. \*\* May 6, 1997 Amendment - Conflict of Interest

The pool management shall not employ an individual in any capacity - such as life guard, swim coach, concession worker, etc. - that has a family member who is on the SHBD except in the case where it jeopardizes a critical operation at the pool to be determined by the SHBD.

VI. 6. \* February 3, 1994 Amendment - Procurement

The SHBD shall secure written bids to contract for any services or goods that are in excess of \$1,000. Individuals (to include any member of that family) serving on the SHBD are prohibited from bidding on such services or goods. An exception would be an emergency situation that would prohibit using standard procurement procedures.

**Article VII - Membership Requirements and Certificates**

VII. 1. + August 1996 Amendment - Limitations

The number of stockholding memberships in this Corporation shall not exceed 400.

VII. 1. &^+ December 2006, October 2006, August 2006 Amendment - Limitations

The number of full memberships in this Corporation shall not exceed 420.

VII. 2. Issuance of Certificates:

The SHBD may issue from time to time membership certificates to all members. Said membership certificates to be issued only to those persons who meet the qualifications set forth in the Articles of Incorporation of this Corporation, and only after approval, either by the full SHBD, or by a duly appointed committee consisting of not less than three Directors. The SHBD may also appoint an Advisory Membership Committee, however, the final determination of membership shall rest with the SHBD.

VII. 3. & December 2006 Amendment - Membership and Initiation Fees

The full membership fee for all members is hereby fixed at \$400 per member for members applying or joining prior to January 1, 2007 and is fixed at \$500 for members applying after that date. Additionally, the initiation fee is hereby fixed at \$100 per member for all members except Charter members and \$500 for Charter Members, together with any taxes levied thereon, representing membership and initiation fees, membership cards or certificates as hereinbefore indicated may be issued by the proper Officers of the Corporation.

#### VII. 4. Certificates:

Every member of this Corporation whose membership is approved by the Board of Directors, and whose membership and initiation fees have been fully paid, shall be entitled to have a certificate signed by or in the name of the Corporation by the President or Vice President and the Treasurer or Assistant Treasurer or the Secretary or Assistant Secretary of the Corporation, certifying membership in this Corporation.

#### VII. 5. Membership Transfer Books:

Membership transfer books shall be kept by the Treasurer of the Corporation in which memberships shall be transferred under such regulations as may be described by the SHBD, or as provided for in these By-Laws.

#### VII. 6. & December 2006 Amendment - Transfer of Membership

Memberships in this Corporation shall not be transferable except as herein provided. Members desiring to terminate their memberships in this Corporation shall deliver their membership certificate to the SHBD for cancellation, and shall be entitled to receive in compensation therefore the applicable full membership fee in the amount the member paid when the SHBD has approved the application of a new replacement member, and has received the required membership and initiation fees. In no case will the Corporation be obliged to redeem a membership before a buyer for that membership is available, and in no event shall the \$100 initiation fee as hereinbefore provided be refundable.

#### & December 2006 Amendment - Transfer of Membership

When more than one member desires to terminate their membership at any one time, said terminating member shall receive the applicable full membership fee in the amount the member paid referred to above as replacement members are available and approved, and in the same order as each such terminating member gave their notice of termination in writing to the SHBD. However, when more than one member desires to terminate their membership at any one time and such termination member procures for the SHBD a replacement member who is approved for membership shall receive their applicable full membership fee in the amount the member paid referred to above upon the approval of said replacement member by the SHBD and not in the order that terminating member gave their notice. When more than one prospective member desires to purchase membership in this Corporation at any one time, the prospective member shall submit application for membership and, upon approval by the SHBD, shall be permitted to purchase said membership as such memberships are available to be purchased and in the same order as such prospective member submitted their application in writing to the SHBD. However, if a prospective member is purchasing or has purchased the residence of a terminating member, then, in that event, and upon application to and approval by the SHBD, that prospective member may purchase a membership to replace the terminating member upon the termination of the terminating member's membership and not in the order such prospective member submitted written application.

#### VII.7. March 1, 2016 Amendment – Conversion of Membership

Any member resigning prior to May 15 shall have a one-time option to apply their stock value to the current year's annual dues for one last season of club access. All rights of stock ownership are relinquished upon conversion. Any remaining stock balance will be refunded upon membership replacement.

VII. 8. Annual Dues:

The members herein shall pay such annual dues as shall be set by the SHBD in such installments as shall be set by the SHBD.

& December 2006 Amendment - Annual Dues

The due date for annual dues is set at May 1st of each year. Any member failing to pay their dues in full by the due date (May 1st) will be sent a letter on May 1st stating that they have until May 15th to pay the current year's annual dues. Any member who has not paid their annual dues in full by May 15th will have their membership terminated as of May 16th. They will be refunded for their Full Membership fee in the applicable amount they paid less the amount of the annual dues. Any member who wishes to resign must do so in writing by May 15<sup>th</sup> in order to be refunded the full amount for their stock certificate. Any member who does not resign by May 15th will have their membership terminated as stated in part c. above. Any person becoming a member after June 1st will have their dues pro-rated in the amount of 1/15 per week starting on June 8th. (Example - A member joining SHRC on June 1st - 7th would pay full dues; a member joining SHRC June 8th - 15th would pay full dues less 1/15th). Any member who has paid dues in full prior to May 15th and requests to resign and have their dues refunded in full must apply to the Board of Directors in writing by May 15th in order to be reimbursed in full for their dues and in full for their Full Membership fee pending availability of a person on the waiting list to take their place. If no waiting list is available, the member will be refunded according to SHRC Bylaws. Any member who has paid dues in full prior to May 15th and requests to resign and have their dues refunded in full after May 15th will not be reimbursed for their annual dues.

VII. 9. Suspension:

Members may be suspended from privileges of membership in the Corporation upon a majority vote of the SHBD at any time that said members shall have become delinquent in their annual dues and subsequent to a 30-day notice requesting payment of such annual dues. In addition to such suspension, there shall be deducted from membership fees upon transfer, all such delinquent annual dues. Upon said annual dues being made current, such members shall automatically be restored to full privileges of membership.

VII. 10. Expulsion:

Any member may be expelled from the Corporation, after ten days written notice and an opportunity to be heard by the SHBD, by a seven-ninths vote of the SHBD upon good cause shown, said cause being deemed to include but not limited to a continued and prolonged non-payment of dues, continued violation of the By-Laws or rules and regulations adopted by the SHBD, and such other causes as may be deemed in the best interest of the Corporation by the SHBD. Upon expulsion, such member shall be entitled to a return of his/her membership fee less all obligations they owe to the Corporation.

**Article VIII - General Provisions**

VIII. 1. Permitted and Prohibited Activities:

- a. Children will be permitted to use the corporate facilities on the basis of their own membership or the membership of their parents.

- b. No alcoholic beverages will be served or permitted to be consumed on the premises without the express permission of the SHBD.
- c. No dining facilities (other than a snack bar or facilities for light refreshment), and no dancing facilities will be provided on the premises.
- d. The Corporation shall not be controlled by any other organization.

VIII. 2. Seal:

The Corporate Seal of the Corporation shall consist of two concentric circles between which is "Scottish Hills Recreational Club, Cary, NC", and in the center of which is inscribed "Corporate Seal."

VIII. 3. Waiver of Notice:

Whenever any notice is required to be given to any member or Director under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or By-Laws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

VIII. 4. Fiscal Year:

Unless otherwise ordered by the SHBD, the fiscal year of the Corporation shall be the Calendar Year.

VIII. 5. Amendments:

Except as otherwise provided herein, these By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the SHBD. The SHBD shall have no power to adopt a By-Law: (1) requiring more than a majority of the members for a quorum at a meeting of members, except where higher percentages are required by law; (2) providing for the management of the Corporation otherwise than by the SHBD, or its Executive Committee; (3) increasing or decreasing the number of Directors; or (4) classifying and staggering the election of Directors. No By-Laws adopted or amended by the members shall be altered or repealed by the SHBD.

## Article IX - Amendments

IX. 1. Amendments passed by SHBD on 3 February 1994 are so annotated by an asterisk (\*).

These amendments will take effect 2 March 1994 and will apply to all current and incoming officers with the exception of Article VI Section 5 (Conflict of Interest) which will take effect as new officers are elected beginning next year.

1. Article V Section 4. **Compensation.** Compensation of the SHBD shall be limited to dues "in kind."
2. Article III Section 2. **Number, Term and Qualifications.** A member of the SHBD may serve only two consecutive three-year terms of office – an individual must have at least a one-year break after serving two consecutive three-year terms of office.

Exception: If an individual is appointed or elected to complete an unexpired term, that individual may then serve two consecutive full three year terms following completion of serving the initial partial term of office. Service on the SHBD is limited to one family member per membership at any one time.

3. Article VI Section 5. **Conflict of Interest.** The pool management shall not employ an individual in any capacity - such as life guard, swim coach, concession worker, etc. - that has a family member who is on the SHBD.
4. Article VI Section 6. **Procurement.** The SHBD shall secure written bids to contract for any services or goods that are in excess of \$1,000. Individuals (to include any member of that family) serving on the SHBD are prohibited from bidding on such services or goods. An exception would be an emergency situation that would prohibit using standard procurement procedures.

IX. 2. Amendments passed by SHBD on 1 August 1996 are so annotated by a (+) sign.

These amendments will take effect 1 August 1996 and will apply to all current and incoming members.

1. Article VII Section 1. **Limitations.**

The number of stockholding memberships in this corporation shall not exceed 400. Compared to existing By-Law which reads, "The number of memberships in this Corporation shall not exceed 400."

IX. 3. Amendments passed by SHBD on 6 May 1997 are so annotated by a (\*\*).

These amendments will take effect 6 May 1997 and will apply to all current and incoming members.

1. Article VI Section 5. **Conflict of Interest.**

The pool management shall not employ an individual in any capacity - such as life guard, swim coach, concession worker, etc. - that has a family member who is on the SHBD except in the case where it jeopardizes a critical operation at the pool to be determined by the SHBD.

IX. 4. Amendments passed by SHBD on 30 September 2000 are so annotated by a ( ) symbol.

These amendments will take effect 30 September 2000 and will apply to all current and incoming members.

1. Article VII Section 8. **Annual Dues.**

The due date for annual dues is set at May 1st of each year. Any member failing to pay their dues in full by the due date (May 1st) will be sent a certified letter on May 1st stating that they have until May 31st to pay the current year's annual dues. Any member who has not paid their annual dues in full by May 31st will have their membership terminated as of June 1st. They will be refunded for their stock certificate in the amount of \$400 less the amount of the annual dues. Any member who wishes to resign must do so in writing by May 31st in order to be refunded the full amount for their stock certificate. Any member who does not resign by May 31st will have their membership terminated as stated in part c. above. Any person becoming a member after June 1st will have their dues pro-rated in the amount of 1/15 (per week starting on June 8th. (Example - A member joining SHRC on June 1st - 7th would pay full dues; a member joining SHRC June 8th - 15th would pay full dues less 1/15th). Any member who has paid dues in full prior to May 31st and requests to resign and have their dues refunded in full must apply to the Board of Directors in writing by May 31st in order to be reimbursed in full for their dues and in full for their stock pending availability of a person on the waiting list to take their place. If no waiting list is available, the member will be refunded according to SHRC Bylaws. Any member who has paid dues in full prior to May 31st and requests to resign and have their dues refunded in full after May 31st will not be reimbursed for their annual dues.

IX. 5. Amendments passed by vote of the membership at annual meeting 3/2005 annotated by a (#) symbol.

1. Article I Section 2. **Annual Meetings:** The date and time of the annual meeting shall be proposed by the President and agreed to by a quorum of the other Directors.
2. Article III Section 2. **Number, Term, and Qualifications:** The number of Directors of the Corporation has been reduced from nine (9) to seven (7).
3. Article IV Section 1. **Regular Meetings:** The date and time of each monthly meeting shall be proposed by the President and agreed to by a quorum of the other Directors.
4. Article VII Section 7. **Annual Dues:** The due date for annual dues is set at May 1st of each year. Any member failing to pay their dues in full by the due date (May 1st) will be sent a certified letter on May 1st stating that they have until May 15th to pay the current year's annual dues. Any member who has not paid their annual dues in full by May 15th will have their membership terminated as of May 16th. They will be refunded for their stock certificate in the amount of \$400 less the amount of the annual dues. Any member who wishes to resign must do so in writing by May 15<sup>th</sup> in order to be refunded the full amount for their stock certificate. Any member who does not resign by May 15th will have their membership terminated as stated in part c. above. Any person becoming a member after June 1st will have their dues pro-rated in the amount of 1/15 per week starting on June 8th. (Example - A member joining SHRC on June 1st - 7th would pay full dues; a member joining SHRC June 8th - 15th would pay full dues less 1/15th). Any member who has paid dues in full prior to May 15th and requests to resign and have their dues refunded in full must apply to the Board of Directors in writing by May 15th in order to be reimbursed in full for their dues and in full for their stock pending availability of a person on the waiting list to take their place. If no waiting list is available, the member will be refunded according to SHRC Bylaws. Any member who has paid dues in full prior to May 15th and requests to resign and have their dues refunded in full after May 15th will not be reimbursed for their annual dues.

IX. 6. Amendment passed by SHBD October 2006 are so annotated by a (^) symbol.

Article VII Section 1. **Limitations.**

“The number of stockholding memberships in this corporation shall not exceed 420”, increased from 400.

IX. 7. Amendments passed by SHBD December 2006 are so annotated by a (&) sign. These amendments will take effect 1 January 2007.

1. Article VII Section 1. Limitations. The phrase “stockholding memberships” is changed to “full memberships”.
2. Article VII. Section 3. Membership and Initiation Fees: Changed “The membership fee for all members is hereby fixed at \$400 per member. Additionally, the initiation fee is hereby fixed at \$100 per member for all members except Charter members and \$500 for Non-Charter Members,” to “The full membership fee for all members is hereby fixed at \$400 per member for members applying or joining prior to January 1, 2007 and is fixed at \$500 for members applying after that date. Additionally, the initiation fee is hereby fixed at \$100 per member for all members except Charter members and \$500 for Charter Members”



3. Article VII. Section 6. Transfer of Membership: Changed all references to \$400 membership fee to reflect the fact that we now have \$400 and \$500 members.
4. Article VII. Section 8. Annual Dues: All references to “stock” have been replaced with references to “Full Membership”. “certified letter” was changed to “letter”
5. Article IX. Section 5. Amendments The introductory text was changed to reflect the fact that the amendment was not effective until voted on by the membership.

## **GLOSSARY**

BOD, Board of Directors

BOD Quorum – (1/10 of those present, 2/3 of those present)

Annual Member meeting quorum - (1/10 of those present, 2/3 of those present)

SHRC, Scottish Hills Recreational Club