

TWIN RIVER CLUB BY-LAWS

Article I. ANNUAL AND SPECIAL MEETING OF MEMBERS

Section 1.01 ANNUAL MEETING

The annual meeting of the active members shall be held during August each year. The date and time will be set by the Board of Directors (Directors) and members notified in the annual pool calendar, website and/or email.

Section 1.02 PLACE OF MEETING

The place of the meeting shall be at the Twin River Club (TRC) Club House, unless otherwise directed by the Directors.

Section 1.03 PURPOSE OF THE ANNUAL MEETING

It shall be the duty of the members at the Annual Meeting to elect Directors of the club. In addition, Members will vote on any proposed amendments to the Club's Bylaws in accordance with Article X, Section 1.

Section 1.04 SPECIAL MEETINGS

Special meetings of the active members may be called, on not less than ten days notice, at any time, by the Directors, and shall be called by the Secretary whenever he (she) is requested in writing to do so by a majority or at least 30 active members of the Club. Notice to the current address (post or email) shall be deemed sufficient notice. Notices of special meetings shall, in all instances, state the objective of the meeting, and no business other than specified in the call shall be transacted at such meetings. Directors may choose to conduct special meetings electronically via email.

Article II. PROCEDURE

Section 2.01 MEETING OF ACTIVE MEMBERS

The annual and special meetings of active members shall be held as provided in ARTICLE 1.

Section 2.02 QUORUM

A quorum for any regular or special meeting of the Club shall consist of 10% of voting membership. Proxy votes must be received by due date.

Section 2.03 NOMINATIONS

Prior to the annual meeting of the Club, the President shall appoint three members as a nominating committee who shall present at the annual meeting the names of nominees to be voted on for the Office of Director. By a majority vote of the Members present, additional names (not to exceed

seven) may be added to the list of nominees submitted by the nominating committee. Director vacancies shall for the balance of the unexpired term, be filled by the Board.

Section 2.04 ELECTION

Voting shall be by ballot. The President shall appoint three Members of the club (not Directors) to be judges of the election, who shall hold and conduct the election. They shall receive and count the ballots and shall announce to the Secretary and the Members present the names of the nominees who have been elected Directors. Each Member may vote for as many of the nominees as there are vacancies existing. A maximum of one Life member can be elected as Director at each annual meeting. Except as modified by the preceding sentence, the nominees receiving the highest number of votes shall be declared elected. A tie vote for third (or fourth, as the case may be), if any shall be decided by a new vote on the names tied, and the one receiving the highest vote to be declared elected.

Section 2.05 ELIGIBILITY OF VOTERS

Only Members (as defined in Article VII, Section 1) in good standing, shall be permitted to vote at any annual or special meeting of the Club. Vote by proxy will not be allowed at the annual meeting, but may be allowed at special meetings. "Good Standing" is defined as having paid and satisfied any and all Club fees, fines, assessments, or other debts. All other members, voting or not, must have all Club fees, fines, assessments, or other debts paid in full in to be in Good Standing and to enjoy the rights and privileges allowed by their respective memberships.

Section 2.06 ORDER OF BUSINESS

At the annual meeting of the Club, the order of business, unless otherwise directed by the members present, shall be:

- (a) Call to order
- (b) Report of Officers
- (c) Report of Committees
- (d) Election of Directors
- (e) Unfinished business
- (f) Adjournment

Article III. DIRECTORS / MEETINGS / DUTIES

Section 3.01 DIRECTORS

The Directors shall consist of seven individuals, three of whom shall be elected for a two year term at the annual meeting: four incumbents shall serve the remainder of their existing two year terms. Thereafter, all Directors shall serve for a term of two years or until their successors are elected and qualified.

Section 3.02 ANNUAL MEETING OF DIRECTORS

The Directors shall, following the annual election in August, meet at such place as may be designated by the highest ranking officer present and elect a President, a Vice President, a Secretary, and a Treasurer.

Section 3.03 REGULAR MEETING

The Directors shall meet monthly, or as the Directors determine, at such time and place as the Directors may designate. Special meetings of the Directors may be called by the President on one day prior notice duly given by the Secretary, and said notice designating the time and place of the meeting. Four Directors shall constitute a quorum.

Section 3.04 MAJORITY

The action of a majority at any meeting of the Directors, quorum being present, shall be considered as the action of the Directors, except as herein otherwise provided.

Section 3.05 POWERS OF THE BOARD OF DIRECTORS

The Directors shall have power:

- (a) To appoint and approve all necessary committees.
- (b) To investigate any violation of the By-Laws and rules of the Club which may be brought to its notice and may punish by fine, reprimand, suspension, or expulsion, any Member found guilty of infraction of such By-Law or rules.
- (c) To remove from any office any officer or Director of the club either for absence for more than three consecutive meetings without good cause, or for conduct prejudicial to the best interest of the Club.
- (d) To make purchase of supplies and materials, and to contract for whatever may be reasonably required in the operation of the Club and to make such alterations and improvements to the property of the Club as is necessary or expedient.
- (e) To make, alter, and amend rules for the government and management of the Club, not incompatible with these By-Laws and to fix and enforce penalties for the violation of such rules and these By-Laws.
- (f) To make and amend rules for the guidance and government of all committees.

(g) To call special meetings of Members of the Club.

(h) To have complete and total control and supervision of all the property and affairs of the Club, have charge of the buildings and grounds, and to make rules for the custody government of the same.

(i) To approve the budgets to be submitted in advance by each standing committee.

(j) To levy (by a simple majority vote) assessments to meet the necessities of the Club and to enforce the collection thereof by suspension or cancellation of membership (by a simple majority vote) provided, however, that no levy may be enforced without the approval of a majority vote of the Members of the Club at a regular or special meeting.

(k) No entry in the name of the Club shall be made in any contest unless approved by the Directors, who may, however, delegate their authority in this regard to any Committee or Officer.

(l) To borrow for Club improvements or operations and to mortgage Club property.

(m) To have complete and ultimate authority (i.e. as employer) over employees, contracted service providers, and volunteer workers including over all Club management personnel.

Article IV. OFFICERS AND THEIR DUTIES

Section 4.01 PRESIDENT

The President shall preside at all meetings of the Club and the Directors, and shall perform such other duties as usually devolve upon that office. He (she) shall appoint all committees, by and with the approval of the Directors. The President, or in his absence or inability to act, the Vice President, shall be ex officio member of all committees of the Club.

Section 4.02 VICE PRESIDENT

The Vice President shall in the absence of the President, perform the duties of his (her) office, and in the case of the resignation, death, or incapacitation of the President, shall succeed him (her) in office.

Section 4.03 TREASURER

The Treasurer of the Club shall keep a correct account of monies received by him (her) for the Club and shall deposit the same in some bank to be designated by the Board. He (she) shall keep a faithful record of all accounts and expenses of the Club and make full and complete report to the Directors at each regular meeting thereof, and report to the Directors all delinquency on the part of Members of the Club and the amount due the Club. The books shall at all times be open to the inspection of the Directors or any Club

Member. He (she) shall perform such other duties as usually pertain to the office of Treasurer.

Section 4.04 SECRETARY

The Secretary of the Club shall keep a record of all Members and Directors, issue all notices of meetings and elections, and shall be custodian of the Seal and archives of the Club.

Section 4.05 TERM OF OFFICE

The term of office of each officer shall be one year or until his successor is elected and qualified. The term of office of a Director shall be two years or until his successor is elected and qualified. In the event of resignation, death, or incapacitation of an Officer or Director, the Directors will appoint a replacement for the remaining term or until a successor is elected and qualified.

Section 4.06 CONTRACTS

Contracts executed by the Club shall be signed by the President, unless by special authority other officers or chairmen of committees are authorized by the Directors, either generally or specifically, to make such contracts.

Article V. COMMITTEES

Section 5.01 COMMITTEES

Standing committees of the Club to be appointed annually by the President shall be five in number, namely Activities, Entertainment, Facilities, Finance and Membership.

Article VI. APPLICATION FOR MEMBERSHIP AND ELECTION

Section 6.01 APPLICATION

Each applicant for membership (Applicant) shall present to the Membership Committee Chairperson an application in writing, stating name and address, signed by the Applicant. Such application shall be accompanied by a deposit as prescribed by the Directors and/or the Bylaws of the Club.

Section 6.02 ELECTION OF MEMBERS

It shall be the duty of the Directors to vote on application for membership, and three negative votes shall reject.

Article VII. MEMBERSHIP and FEES

Section 7.01 MEMBERSHIP CLASS

Members are defined as regular members in good standing (defined in Article II, Section 5) of each membership class. All privileges, rights, responsibilities, and liabilities of the Club, with the exception of voting rights for the Corporate Membership class, are extended to each Member. The Club shall offer the following membership fee classes: One Person, Two Person, Three Person, Four Person Plus, Sustaining, and Corporate. Membership level may be altered on an annual basis by paying the operating fees that coincide with the chosen membership class.

(a) Four Person Plus

A Four Person Plus membership is defined as the Member and three or more people residing in the same household. A Four Person Plus membership may include a spouse, partner, immediate family or children for who the Member has legal responsibility residing with the Member in the same household. The total number of Four Person Plus memberships is limited to 300. Seven of these memberships shall be reserved for the seven Director members. These seven memberships, although classified as Four Person Plus memberships with all rights and privileges assigned to Four Person Plus Members, shall be required to pay full annual membership fees while serving the terms of their offices or positions in the Club, unless the Directors vote otherwise. All privileges, rights, responsibilities, and liabilities of the Club, with the exception of voting rights, are extended to the additional persons in the membership as defined above. Each Four Person Plus membership is entitled to one vote at meetings of the Members. All fees, special assessments and fines, as approved by the Directors and the Members, apply to this class of membership.

(b) Three Person

A Three Person membership is defined as the Member and two additional, defined persons residing in the same household. A Three Person membership shall apply to only three (3) persons, one of which must be 18 years old or older. A limit on the number of Three Person memberships may be established and imposed by the Directors. All privileges, rights, responsibilities, and liabilities of the Club, with the exception of voting rights, are extended to the second and third person of the Three Person membership. Each Three Person membership is entitled to one vote at meetings of the Members.

(c) Two Person

A Two Person membership is defined as the Member and one additional, defined person residing in the same household. A Two Person membership shall apply to only two (2) persons, one of which must be 18 years old or older. A limit on the number of Two Person memberships may be established and imposed by the Directors. All privileges, rights, responsibilities, and liabilities of the Club, with the exception of voting rights, are extended to the second person of the Two Person membership. Each Two Person membership is entitled to one vote at meetings of the Members.

(d) One Person

A One Person membership is defined as the Member only. A One Person membership shall apply to only one (1) person 10 years old or older. A limit on the number of One Person memberships may be established and imposed by the Directors. One Person members 18 years old or older enjoy full voting rights as well as all other privileges, rights, responsibilities, and liabilities of the Club. One Person members less than 18 years old enjoy all privileges, rights, responsibilities, and liabilities of the Club with the exception of voting rights. Each One Person member 18 years old or older is entitled to one vote at meetings of the Members.

(e) Sustaining

Sustaining membership is defined as the Sustaining Member and their spouse or partner residing in the same household. Sustaining membership shall apply to only two (2) persons 18 years old or older. A limit on the number of sustaining members may be established and imposed by the Directors. All privileges, rights, responsibilities, and liabilities of the Club, with the exception of voting rights, are extended to the Spouse of the Sustaining Member. Each Sustaining membership is entitled one vote at meetings of the Members. Sustaining membership requirements are as follows:

- Active, voting membership for ten consecutive years
- No Children residing at home
- Approval of transfer from current membership class to Sustaining membership class by the Directors
- All fees, special assessments, and fines as approved by the Directors and the Members, apply to this class of membership

(f) Corporate Membership

Corporate memberships are defined as special memberships for area businesses, groups, and organizations, specifically negotiated and authorized by the Directors and/or the Membership Committee. Initiation and Annual Operating Fees will be established by the Directors on a case by case basis. Corporate memberships shall consist of a contact person or Corporate Member and their participating individuals. A limit on the number of Corporate memberships may be established and imposed by the Directors. Corporate members have no voting rights. Corporate members and their participating individuals enjoy the Club's privileges, rights, responsibilities, and liabilities as established for each Corporate Member. The fees, special assessments, and other fees approved by the Directors and Members do not apply to this membership class. All charges associated with this membership class will be reviewed and approved by the Board on a case by case basis.

Section 7.02 TRANSFER OF MEMBERSHIP

Membership shall be non-transferable (by voluntary act, by law, Legal process or proceedings or otherwise) except as allowed and permitted in writing by the Directors. Membership may transfer, upon written request and Director approval, from Member to the next direct generation. The donor Member gives up their membership and all rights and privileges associated with the Membership. The Directors may further approve the subsequent transfer from donee Member to the next direct generation, with the first donee giving up their membership and all rights and privileges associated with the membership.

Section 7.03 INACTIVE STATUS

Members who do not pay annual operating fees for one season will be deemed inactive, removed from the membership roster, and have their membership terminated. In the event a former member wishes to activate his membership, he will be required to apply for membership as a new member and be subject to initiation and operating fees at current Club rates. An inactive member who was an active member in good standing prior to October 1, 2004, will have no initiation fee to join the Club, with an approved application. Former members are not guaranteed re-admittance to the Club. Members moving to inactive status immediately forfeit any and all rights granted Members, including any Club dissolution provisions.

Section 7.04 FEES AND DUES

The Directors shall establish and impose initiation fees, annual operating fees, and other fees, fines, and assessments as needed to properly operate the Club.

(a) Initiation Fee

An initiation fee is required as part of the membership application process. Applications for membership will not be considered unless accompanied by the initiation fee. The initiation fee schedule is set by the Directors and may be modified, waived, and/or paid in installments as directed by the Directors. Should an application for membership be rejected by a vote of the Directors, the initiation fee submitted with the application will be fully refunded. Initiation fees are non-refundable once application for membership has been approved by the Directors. If a member fails to pay annual operating fees for one season, the Member will be considered inactive and any/all initiation fees paid previously as well as membership rights may be forfeited.

(b) Annual Operating Fee

Annual operating fees are established and imposed by the Directors on a yearly basis. Fees for each operating season must be established no later than the beginning of each fiscal year (October 1). The Directors may not increase operating fees more than 5% from one season to the next without Member approval, as defined in Article 1, Section 4. Fees are for each Club season that begins October 1 and ends the following September 30.

Annual operating fees are due and payable as follows:

25% due November 15 of the current season, or 30 days following receipt of invoice, whichever is later.

Balance due April 15th of the current season, or 30 days following receipt of invoice, whichever is later.

Annual operating fees for new Members are due and payable as follows:

If joining prior to April 15 of the current season, new members must pay 25% with their application, in addition to any initiation fee required by the Directors, with the remaining balance due April 15. If joining after April 15, all fees are payable in full if/when application for membership is approved unless specifically modified by the Directors. Annual operating fees for new Members may, at the Directors' discretion, be pro-rated according to a schedule agreed to by the Directors.

The Directors shall administer the procedure for inactive status, suspension or expulsion of Members for non payment or past due indebtedness, in accordance with Article VII, Section 3.

(c) Other Fees

The Directors may find it necessary to implement special assessments, fees, or fines based on Club performance or Member behavior. In the event this becomes necessary, the Directors will make such a proposal at a meeting of Members. The proposal will then be subject to a vote of the Members.

Article VIII. ARREARS

Section 8.01 DEBTS DUE CLUB

All indebtedness to the Club shall be payable on the due date stated on the invoice (the due date is not to be less than thirty days from the invoice date). If at the end of ten days after the due date a member's indebtedness is not paid, the name of the member owing the same, together with the amount thereof, MAY be posted on the bulletin board of the Club. The privileges of use of the Club and voting rights shall be denied members with past due indebtedness. If the indebtedness is not paid at the end of thirty days after the due date the Board of Directors may suspend or expel the member for the reason of such indebtedness, without further proceeding.

Section 8.02 LATE CHARGES

Members shall be assessed a \$10.00 late charge for failure to pay debts due the Club by the due date, as stated on the invoice. To avoid these late charges, payments for must be received by the Treasurer by the due date. The Directors may waive late charge fees at their discretion.

Section 8.03 REINSTATEMENT

Any member who has been suspended or expelled for non-payment of indebtedness, or for other cause may, upon application to the Directors, accompanied by the amount of his past indebtedness be reinstated at the discretion of the Directors, provided that not more than three Directors vote against such reinstatement. Any and all payments are applied first to outstanding special assessments, fines, late fees, etc prior to application to outstanding regular membership fees.

Article IX. RESIGNATION AND EXPULSION

Section 9.01 RESIGNATION OF A DIRECTOR

All resignation of Directors, Officers, or Members shall be made in writing to the Secretary and shall be presented by him/her at the next regular meeting of the Directors.

Section 9.02 RESIGNATION OF MEMBER

The resignation of a Member made subsequent to the date upon which the dues of said Member are payable, shall not relieve the resigning member from the payment of dues for the period beginning on that date.

Section 9.03 POWER OF BOARD TO SUSPEND OR EXPEL

The Directors at any regular or special meeting may suspend or expel for cause, in addition to the provisions heretofore made, any Member of the Club by majority vote of the Directors; but before such suspension or expulsion, the Member shall be given 20 days notice in writing and shall be serviced with a copy of the charges, and may, upon written demand, be given a hearing by the Directors.

Article X. CHANGES TO BY-LAWS

Section 10.01 CHANGES TO BYLAWS

Any Bylaw may be suspended, altered, deleted, or added at any regular or special Members' meeting with the concurrence of a majority of the members present and in accordance with Article II, Section 2.

Article XI. DIRECTOR INDEMNIFICATION

Section 11.01 INDEMNIFICATION

(a) Each person who acts as a Director or Officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him/her being or having been a Director or Officer of the Club, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Club in settlement of an 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 inure to each Director and Officer referred to in (a), whether or not he/she is such Director or Officer 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.

THESE TRC BY-LAWS TAKE PRECEDENT OVER ANY AND ALL OTHER BYLAWS ISSUED AND ORATED PRIOR TO THE EFFECTIVE DATE BELOW.

AMENDED, EFFECTIVE AND APPROVED AS OF August 6, 2010