

AMENDED BY-LAWS
OF
WILLOW CREEK BATH & TENNIS CLUB, INC.

The By-Laws shall be Amended to read as set out below:

ARTICLE 1

NAME

Section 1. This association is a corporation under the laws of the State of Alabama by name "WILLOW CREEK FARMS BATH & TENNIS CLUB, INC." This not for profit incorporation is recorded in Book 864, page 338 in the Office of Judge of Probate, Lee County, Alabama.

Section 2. The Willow Creek Farms Bath & Tennis Club, Inc. property is located on Lot 12, Book C of Willow Creek Farms Subdivision I Lee County, Alabama, as shown upon a map or plat entitled Willow Creek Farms Subdivision, prepared by Ralph O. Bush, registered engineer under date of August 16, 1972, and recorded in Plat Book 8, page 104, in the Office of the Judge of Probate of Lee County, Alabama.

ARTICLE 2

GOVERNMENT

Section 1. The Government and management of the Club is confided to a Board consisting of the President, Vice President, Secretary, Treasurer, and three (3) members, to be known as the Board of Directors.

Section 2. Prior to the Board's first meeting of each year, vacancies on the Board created by expiration of term or otherwise shall be filled by a member based on membership number. The membership number list shall be updated annually by the Treasurer, based on current members. Each regular term shall be for a period of three years. At no time shall both husband and wife serve on the Board at the same time, filling more than one position.

Section 3. Any member of the Board who shall absent him/herself from three consecutive regular board meetings, unless he/she shall have previously obtained permission to do so from the Board, without cause approved by said Board, then the Board shall have the right to replace him with a new member to fill the unexpired term of the absent member. Spouses of the Board may serve as alternates at meetings of the Board but cannot assume the duties of officers.

Section 4. The Board shall meet twice during the months of April through October and/or at such other times and intervals as they may deem necessary, so long as a quorum is present.

Section 5. Four members of the Board shall constitute a quorum.

Section 6. The members of the Club present at the annual meeting of the Club shall constitute a quorum for the conducting of the corporate business.

Section 7. Board member terms begin on May 1 and end 3 years later on April 30.

ARTICLE 3

BOARD OF DIRECTORS

Section 1. Consistent with these By-Laws, the Board shall:

- (a) Elect from members of the Board a President, Vice President, Secretary, and Treasurer, all of whom shall serve without compensation. Said officers shall serve for a minimum period of 1 year.
- (b) Transact all Club business and make and amend rules for the regulations of the use of Club property. It may appoint and remove such clerks, agents, servants, or employees as it may deem necessary and may fix their duties and compensations.
- (c) Accept members of the Club.
- (d) Fix, impose, and remit penalties for violations of these By-Laws and Rules of the Club.
- (e) Constitute and appoint committees and define the powers of the duties of the same.

Section 2. The Board 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 funds of the Club shall be executed. However, the Board shall always require that at least two officers sign all checks, drafts, or other instruments for the payment of money drawn in the name of the Club.

Section 3. The Board shall cause the books of the Club to be audited when needed and as directed.

Section 4. Any member of the Board may be removed from office by a majority vote of the membership present in person or represented by proxy at either an Annual Meeting or a Special Meeting called in accordance with these By-Laws.

ARTICLE 4

OFFICERS

Section 1. The President shall preside at the meetings of the Club and of the Board. He shall be the administrative officer of the Club. He shall appoint, subject to confirmation by the Board, all standing committees, designating the Chair thereof, and all special committees as may be directed. He shall be, ex-officio, a member of all committees.

Section 2. The Vice-President, in the absence or disability of the President, shall act in his stead.

Section 3. The Secretary shall send out the notices of the meeting of the Club and of the Board, keep the minutes, and attend to the correspondence pertaining to his office. He shall perform such other duties pertaining to his office as may be asked of him by the Board.

Section 4. The Treasurer shall attend to keeping the accounts of the Club, collecting its revenue, paying all bills as approved by the Board, or other agency authorized by the Board to incur them, countersign all checks, deposit funds of the Club in such depository as may be authorized by the Board, make regular reports on the financial condition of the Club as required by the Board and keep a current membership number list. The Treasurer is not bonded, but may be bonded, if required by the Board.

ARTICLE 5

MEMBERS

Section 1. The membership shall be composed of owners of lots in Willow Creek Farms Subdivision and Benwood Circle. Each owner of said property shall be eligible for membership.

- (a) A member of the Willow Creek Farms Bath & Tennis Club, Inc. shall have the right to extend to visitors the facilities of the Club; however, no person who resides or owns property in the Willow Creek Farms Subdivision or Benwood Circle and is not a member of the Willow Creek Farms Bath & Tennis Club, Inc. shall be extended an invitation to use the facilities of the club except as follows: an owner of a lot, who is a member of the Club and who allows another family to reside in a house located on said lot can extend to said family the facilities of the Club upon written notification of the Secretary. This privilege shall be revoked upon written notification by the owner to the Secretary of the Club. While the non-owner enjoys the privileges of the Club, the owner cannot use the facilities of the Club. However, the owner is responsible for obligations imposed under the By-Laws of the Club.

Section 2. The Board shall certify that each applicant for membership in the Willow Creek Farms Bath & Tennis Club, Inc., is eligible according to the By-Laws of the Corporation. This action will be taken at the first meeting after receiving their application, and certification of the membership will be given to only those members who meet the qualifications of the By-Laws of the Corporation.

Section 3. After a certification, the Secretary shall notify the individual certified and furnish him/her a copy of the Rules of the Club, and upon his/her subscribing to same and paying the Treasurer the required fee for him/her and his/her membership certificate, and dues required, he/she shall be entitled to the rights of a member.

Section 4.

- (a) Any member may, for cause and after having been given an opportunity for a hearing, be suspended for a period of not exceeding three (3) months by a two-thirds (2/3) vote of the members of the Board 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 or of the Rules of the Club, or of conduct unbecoming a lady or gentleman.
- (b) The Board may delegate to the Chairman of the Pool and Grounds Committee, or to the Chairman of the Rules Committee, or to a responsible employee of the Club, the power to suspend pool privileges for the violation of Club Rules and Regulations, provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons therefor, 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 which shall be posted at all times.
- (b) The Board shall fix the terms and conditions upon which guests may use the facilities of the Club.
- (c) Any property of the Club broken or damaged by a member or his guest shall be promptly paid for by such member. No person shall take any article belonging to the Club.
- (d) The Club assumes no responsibility, and members or their guests can have no claim against the Club, for the property of members or any guest which may be brought into or left in the Club buildings or on the grounds, said property to include vehicles. Any property locked within the confines of the pool property shall remain there until the pool is next opened at regularly scheduled hours.
- (e) The Club assumes no responsibility, and members or their guests can have no claim against the Club, for any accident or injury to any persons or their property.

Section 6. Membership shall be limited to 100 families.

ARTICLE 6

MEMBERSHIP COSTS

Section 1. Initial membership costs will be \$200 plus annual dues. Revenue from the sale of memberships will be used as directed by the Board of Directors, subject to membership vote.

Section 2. Active or inactive membership and/or membership certificates shall remain with the property for which the membership was purchased, except if a Club member owns more than one lot in Willow Creek Farms Subdivision or Benwood Circle, he/she may, at his/her option, associate that membership with whichever lot he chooses. A lapsed membership may not be transferred. It is required that all changes in individuals using the membership due to sale or exchange of property, rental of property, births, deaths, etc. be recorded with the secretary of the Willow Creek Farms Bath & Tennis Club, Inc. within 60 days of the date of said change.

Section 3. No part of membership cost shall be refunded in the event that Club or pool operations are required to be suspended for any period.

Section 4.

- (a) The Board shall establish Maintenance Cost for the current year. Membership dues may be adjusted accordingly.
- (b) Dues shall be sufficient to provide for the necessary maintenance expenses of the Club and the improvement of its property and the amortization of any debts, and such dues shall be payable by May 1 and delinquent June 1 of each year. Said dues shall be for the calendar year June 1 to May 31 of each year. A 10% late fee will be assessed if paid after June 1.

Section 5. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of his 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.

ARTICLE 7

MEETINGS

Section 1.

- (a) The Annual Meeting of the Club shall be held between the time period between April 1 and May 15 each year, at such time and place as the Board may determine.

- (b) The Annual Meeting shall be for the purpose of presenting newly appointed Directors based on membership number, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it.

Section 2. Special meetings of the Club may be called by the Board. Also, upon written request of ten percent (10%) of the active members to the Secretary, stating the purpose therefor, a special meeting shall be called by the Secretary within thirty (30) days.

Section 3. Special meetings of the Club may be held on seven (7) days' notice by mail and/or email, if a valid email address has been provided, to all members. The notice shall state the purposes for which the special meeting is called and no other business shall be transacted thereat.

Section 4. Only active members shall be entitled to vote at meetings of the Club. Any may be represented by proxy, if not able to attend in person. Voting may be via voice, but ten percent (10%) of the active members present, including those represented by proxy, shall have the right to demand voting by roll call. There shall be only one vote per membership.

Section 5. The members present shall constitute a quorum at all Club meetings.

Section 6. Whenever in these By-Laws notice to members is required, the mailing of such notice to the last known address of the members shall constitute notice. It is the responsibility of members to keep the Board informed of their current address. Notice may also be given via email, if member has provided the Club with a valid email address.

Section 7.

- (a) The Board shall hold its first meeting prior to the annual meeting.
- (b) The Board 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 may be called by the President and shall be called by the Secretary upon the request of two members of the Board.

ARTICLE 8

COMMITTEES

Section 1.

- (a) The Standing Committee shall be the Buildings, Pool and Grounds, Finance, Rules, and Program.

- (b) The duties and powers assigned in these By-Laws to the Standing Committees shall be subject to the authority of the Board, and shall be on an “as-needed” basis.

Section 2. The Buildings, Pool and Grounds Committees shall exercise supervision over the pool and grounds; shall attend to the improvement and maintenance of the pool, buildings, operating equipment, and grounds; shall have authority there over; and in conjunction with the Rules Committee, shall see that the rules and regulations of the Club are enforced.

Section 3. The Finance Committee shall prepare the annual budget for submission to and approval by the Board, and shall exercise general supervision over the financial transactions of the Club.

Section 4. The Rules Committee shall prepare rules of health, safety, and good conduct in connection with the operation of the pool and shall, in conjunction with the Pool and Grounds Committee, see that the rules and regulations of the Club are enforced.

Section 5. The Program Committee shall prepare the program of instruction and entertainments, and exercise supervision over all social activities and arrange for necessary refreshments.

ARTICLE 9

MISCELLANEOUS

Section 1.

- (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 said individual in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a Director or Officer of the Club, including judgments, 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 in the performance of his duties.
- (b) The right of indemnification provided herein shall insure to each Director and Officer referred to in (a), whether or not he is such Director or Officer at the time such costs, expenses, or judgment are imposed or incurred, and in the event of his death shall extend to his legal representative.

Section 2. The rules contained in Roberts Rules of Order Revised shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws or the Special Rules of Order of this Club. Any questions as to the meaning for proper interpretation of any of the provisions of these By-Laws shall be determined by the Board.

Section 3. These By-Laws, with the exception of Article 5, Section 1, may be amended by a two-thirds (2/3) vote of the active members present in person or represented by proxy, at any meeting of the Club, provided at least seven (7) days' notice is given by mail.

Section 4. Any Club membership that fails to pay annual dues by June 1 will be classified as a lapsed membership and will lose Club membership privileges. In the first or second year of lapsed membership, the member can be reinstated by payment of missed dues. After 2 or more years of lapsed membership, the member will be dropped from the membership list. Previous members who reapply will be considered new members and must pay the full initiation fee of \$200 plus annual dues.

Section 5. Pronouns are to be gender neutral. When either "his" or "her" is used, it shall mean "his and/or her."

May 18, 2015