

Plymouth Swim Club
By-Laws
Revised and Approved June, 2004
Revised and Approved July, 2006

ARTICLE I The Club

Section 1 This Organization, a non-profit Corporation, organized under the laws of the Commonwealth of Pennsylvania, shall be known as the Plymouth Swim Club.

Section 2 The Club shall be located in Plymouth Township, in the County of Montgomery and the Commonwealth of Pennsylvania.

Section 3 The principal offices of the Corporation shall be located at Gallagher Road, PO Box 158, Plymouth Meeting, Pennsylvania.

ARTICLE II Purpose

Section 1 The purpose of the Club is to promote the health and general welfare of its members and in pursuance thereof to finance, construct, own, and maintain swimming and other recreational facilities for its members. This includes the acquisition of real estate, construction building, making such improvements, purchase of equipment and machinery as shall be necessary or appropriate to such purposes, and any and all other powers which are or may be granted by the Pennsylvania Non-Profit Corporation Law of 1998, or any successor legislation.

Section 2 To maintain the Club in furtherance of the purpose of the Corporation but not as a trade or business.

ARTICLE III Organization

Section 1 The property and affairs of the Corporation shall be managed by a Board of Directors (all of whom shall serve without compensation). It shall have full power and shall be charged with carrying out the objectives of the Corporation, except as otherwise limited by statute, these By-Laws or any amendments thereto, or any duly adopted resolution of this Board.

Section 2 The Officers of the Club shall be elected by and from the Board of Directors. The elected officers of the Club shall be a President, a Vice President of Administration, a Vice President of Operations, a Secretary and a Treasurer (all of whom shall serve without compensation). There shall be such other officers and agents as the Board of Directors shall provide for or designate.

Section 3 The Board may establish such committees with such powers as they deem desirable for the operation of the Club.

ARTICLE IV Board of Directors

Section 1 The Board of Directors shall consist of members to be elected by the corporate members as provided in the By-Laws. Newly elected Directors of the Board shall take office at next scheduled meeting of the Annual Meeting at which they were elected.

Section 2 The Board Of Directors shall prescribe rules for the government and use of the Club facilities and perform such duties as they, in their discretion, may deem to be in the best interest of the Corporation, provided, however, that they shall not sell any of the real estate of the Corporation without the authority of the active bond members given by a majority vote of those voting at an annual meeting or a special meeting. The Board Of Directors may mortgage any of the real property of the Corporation if and only if 10 board members shall agree to such mortgage. If any real property of the Corporation is mortgaged in this way, the active bond members shall be notified at the next annual meeting or at a special meeting. None of the above provisions shall apply to any mortgage or other indebtedness deemed necessary by the Board Of Directors to be incurred for the purpose of the initial purchase of land and initial construction of swim pools and facilities. The action of the present Board Of Directors in mortgaging the Corporation's property in the amount of seventy thousand dollars (\$70,000.00) is hereby ratified and confirmed.

Section 3 The Board Of Directors, in office at the time of adoption of these By-Laws, shall determine amongst themselves which five of them shall serve for the interim term until the 1st annual membership meeting, which five of them shall serve for the interim term plus one year, and which five shall serve for the interim term plus two years. Thereafter, at the annual membership meeting, five directors shall be elected from the members for a term of three years and until their successors have been chosen. At the same time there shall be elected directors to fill any unexpired term that may have occurred during the previous year, filled temporarily by the Board Of Directors in accordance with these By-Laws.

Section 4 The officers shall be elected by and from the Board Of Directors at the September Board Meeting following the Annual Meeting of the Corporation. The Officers of the Board shall serve for a term of (1) one year or until their successors are elected and have qualified. The Directors shall fill any vacancy among the officers for the mexpired term.

Revised and Approved at Special Bond Holder Meeting June, 2004

Section 5 Meetings of the Board Of Directors shall be presided over by the President. In his absence the Vice President of Administration shall preside, and if neither the President nor Vice President of Administration is present, the Vice President of Operations shall preside. In the absence of the foregoing, the Directors present shall elect a presiding officer for that meeting. The Secretary, or in his absence, A Director appointed by the presiding officer, shall record minutes of the Meetings of the Board Of Directors.

ARTICLE IV Board of Directors (continued)

Section 6 Meetings of the Board Of Directors shall be held at least once each month during the months of May through September and at such time and place as a majority of the Directors may from time to time appoint or as may be designated by the President or in his absence by either of the vice-presidents, upon three (3) days notice in writing to all members of the Board. Upon receipt of a written request, specifying the purpose of the meeting and signed by five members of the Board Of Directors, a Special Meeting must be called by the Secretary within seven (7) days after receipt of said notice.

Section 7 Written notice of every regular meeting of the Board Of Directors shall be given to each Director at least five (5) days prior to the day named for the Meeting. Special Meetings, however may be called upon three (3) days notice in writing, signed by the party authorized to call the Meeting and indicating the time, the place of meeting, and briefly describing the business to be considered at the Meeting. Written notice of both regular and or special meetings of the Board Of Directors may be waived in writing; however, and when so waived, such Meetings shall be deemed to have been held in the strict compliance with the By-Laws.

Section 8 A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a Meeting, at which a quorum is present shall be the acts of the Board Of Directors; provided, that if all Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be a valid corporate action as though it had been authorized at a Meeting of the Board Of Directors.

Section 9 The president shall not vote except in case of a tie.

Section 10 Vacancies in the Board Of Directors shall be filled by a majority vote of the remaining members of the Board, though less than a quorum, and each person so elected shall by a Director until the next annual election.

Section 11 The Board Of Directors may declare vacant the office of a director or Officer if he is declared of unsound mind by an order of the court, or convicted of a felony, or for any other proper cause, or if within sixty (60) days after notice of his election he does not accept such office either in writing or by attending a Meeting of the Board Of Directors, or if he ceases to be an active bond member of the Corporation; however, when such action is contemplated, the offending Director or Officer shall be given ten (10) days advance notice in writing of the Meeting at which such action shall be contemplated.

Section 12 Only active bond members in good standing and over twenty-one (21) years of age shall be eligible to serve as members of the Board Of Directors. Any member of the Board Of Directors who shall cease to hold an active bond membership in the Club automatically ceases to be a member of the Board Of Directors. No member of the Board Of Directors shall be an elected official of any government or political organizations of Plymouth Township or Montgomery County.

ARTICLE IV Board of Directors (continued)

Section 13 The Board Of Directors 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 Of Directors shall designate the number of signatures required on such checks, drafts or other instruments for the payment of money drawn in the name of the Club.

Section 14 The Board Of Directors shall require a Review to be made of the accounts of the Corporation whenever they deem it necessary, but at a minimum of once in a given five year period. In addition, an annual Compilation of financial statements shall be done. Such Reviews and Compilations shall be made by a Certified Public Account engaged for that purpose by the Board Of Directors, and shall neither be a director nor an officer of the Club.

Section 15 The Board Of Directors shall cause to be prepared a report showing the state of membership and finances. A copy of this report shall be presented to the membership at the Annual Meeting. If a copy of the report is requested by an active bond member in writing, the Board Of Directors shall cause it to be mailed to that member.

Section 16 The Board Of Directors shall have supervision over all committees and power to direct their effort and to alter or amend any rules or regulations prescribed by any committee, consistent with the By-Laws.

Section 17 The Board Of Directors may secure the fidelity of the officers of the Club and any or all of the assistant officers, or employees, by bond or otherwise, and in such amount as the Board Of Directors shall deem proper.

Section 18 The Board Of Directors shall have the power to make or authorize all purchases necessary or desirable for the operation of the Club, and to employ, or authorize the employment of all employees and to do or cause to be done all other things necessary for the operation and maintenance of the Club, and to fix the compensation of the employees.

Section 19 Consistent with the By-Laws the Board Of Directors shall fix, impose and suspend penalties for violations of these By-Laws and the rules of the Club.

Section 20 All members of the Board Of Directors shall be granted annually, during their term of office two (2) complimentary guest passes, good for the season.

Section 21 Each person who acts as a director or officer of the Club will be indemnified by the Club against expenses actually and necessarily incurred by him 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, except in relation to such matters as to which he shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct, and accept 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 duties.

ARTICLE IV Board of Directors (continued)

Section 22 The right of indemnification provided herein shall inure to each director and officer referred to in Section 22, whether or not hi is such director or officer at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal representatives.

Section 23 The Board Of Directors shall report their actions in any matter upon request of the majority of the membership of any duly held meeting of the Corporation.

Section 24 Any member of the Board Of Directors may be removed from office by a majority vote of the membership of any duly held meeting of the Corporation.

Section 25 The Board Of Directors shall at its September Meeting and after the Annual Meeting, consider the budget for the ensuing year and adopt the same as soon as expedient thereafter. The fiscal year for the Board shall be November 1 through October 31.

Revised and Approved at Special Bond Holder Meeting June, 2004

ARTICLE V Officers

Section 1 The President

- a The President shall preside at all meetings of the Board Of Directors and the membership; shall, in conjunction with the Secretary, sign all contracts relating to the affairs of the Club; shall make any appointments to committees subject to the confirmation by the Board Of Directors and shall be ex-officio, a member of all committees; shall perform all other acts properly belonging to the office, including executive supervision of all activities of the Club and of the employees thereof.

Section 2 The Vice President of Administration

- a The Vice President of Administration shall perform all the duties of the President in the event of his absence or disability.
- b He shall, under the direction of the President, attend to the administrative and annual membership operations of the Club.
- c He shall be, ex-officio, a member of all committees.
- d He shall keep or cause to be kept, a record showing the names and addresses of the holders of certificates in the Club, together with complete record of the number and the dates the certificates were issued and redeemed.
- e He shall perform such duties as may be appropriate to his office or may be required by the Board Of Directors.

ARTICLE V Officers (continued)

Section 3 The Vice President of Operations

- a. The Vice President of Operations shall act for the President in the event of absence or disability of the President and the Vice President of Administration.
- b. He shall, under the direction of the President, attend to the operation and the maintenance of the physical plant and properties of the Club.
- c. He shall perform such duties as may be appropriate to his office or may be required by the Board Of Directors.

Section 4 The Secretary

- a. The Secretary shall make and keep minutes of all meetings of the Board Of Directors, and the Meetings of the Membership and shall be prepared to present those minutes at the next or a future meeting, if required.
- b. The Secretary shall maintain a bond membership book, containing the names and addresses of each member, and in any case where membership has been terminated, facts as to the reason for termination shall be recorded in the books, together with the date on which membership ceases and whether or not the member was in good standing at the time.
- c. The Secretary shall issue bond membership certificates to full paid members as evidence of ownership.
- d. The Secretary shall conduct all official correspondence and shall be responsible for keeping records, except for financial records.
- e. He shall keep a concise record of all legal documents, policies and contracts, dates, parties involved, content and who has possession of same.
- f. He shall issue calls for Meetings with proper notice at the request of the person or persons authorized to call Meetings.
- g. He shall attest the signature of the officers of the Club when required on contracts or other papers relating to the affairs of the Club, and shall have custody of the Corporate Seal.
- h. He shall perform such duties as may be appropriate to his office or may be required by the Board Of Directors.
- i. He shall deliver all property of the Club, such as the Corporate Seal, records and blank forms, at the close of his term of office to his successor.

ARTICLE V Officers (continued)

Section 5 The Treasurer

- a. The Treasurer shall be responsible for the receipt of all monies due the Club. He shall deposit, or cause to be deposited, all funds of the Club received, in the name of the Club, in such depository as may be designated by the Board Of Directors.
- b. The Treasurer shall keep an accurate account of all monies received and disbursed, and shall disburse no monies except as provided by Board action and with appropriately approved bills and vouchers. The Treasurer shall present at each regularly scheduled meeting of the Board Of Directors, an itemized listing of all monies received and disbursed since the last such report.
- c. He shall make no checks payable to "CASH", and shall make no cash disbursements.
- d. He shall maintain such other records, and prepare such other reports, as may be required by the Board Of Directors.
- e. He is authorized to pay any charges imposed by the designated banking institution for service if such charges are deemed proper by him.
- f. He shall deliver all property of the Club, such as financial records, blank checks, bank books, at the close of his term of office to his successor.

ARTICLE VI Membership

Section 1 The Plymouth Swim Club is authorized to issue membership certificates (hereafter called "Bonds") to household family groups desiring to become members of the Club.

Section 2 For purposes of this Article a "household family group" shall be defined as an individual, or husband and wife (or head of household) and the children whose permanent residence is in the same dwelling. The Board Of Directors may, in specific instances, include in the "household family group", other individuals than those in the foregoing, whose family residence is the same dwelling. This may not be construed to include two (2) family household groups, regardless of relationship. In the event of a dispute, the status of any individual shall be as interpreted by the Board Of Directors after review by the Membership Committee. No family household group may hold more than one membership Bond.

Section 3 Active Bond Members shall be entitled to one (I) vote per Bond.

ARTICLE VI Membership (continued)

Section 4 Definitions:

- a. Active Bond Member - any individual who is part of a household family group owning to an undepreciated Bond and whose dues, assessments and any other charges are paid in full. Wherever the terms "corporate member" or "active member" are employed in these By-Laws, they shall mean "Active Bond Member".

- b. Active Bond - A Bond owned by an Active Bond Member.

Section 5 The Board Of Directors is authorized to create various classes of membership within the household family group.

Section 6 Non-Bond Members - The Board Of Directors is authorized to create other classes of membership which may or may not constitute household family groups and which do not require the purchase of a Bond. However, non-bond membership shall be assessed a premium in excess of the dues paid by Active Bond Members. Non-bond members shall have no equitable interest in the Club.

Section 7 Applicants for membership must be considered and recommended by the Board Of Directors, or a Membership Committee appointed by the Board in accordance with these By-laws, or by an authorized and approved agent and/or independent contractor appointed and retained by the Board for that purpose.

Section 8 Any members of the Club may withdraw at any time subject to the provisions of Article VIII and there shall be no refund of the current year's dues.

Section 9

- a. A member of any classification may, for cause and after having been given an opportunity for a hearing, be expelled by a three-fourths vote of the entire membership of the Board Of Directors. Cause for suspension, or expulsion shall in general consist of violations of these By-Laws or the rules of the Club, or of conduct deemed not to be in the best interest of the Club.

- a. The Board Of Directors may delegate to the Vice President - Operating or to a responsible employee of the Club, the power to suspend Club privileges for the violation of the Club regulations and rules, providing such suspension does not exceed seven days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four hours of suspension.

ARTICLE VI Membership (continued)

Section 10

- a All classifications of 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 on the Club bulletin board.
- b A card shall be caused to be issued by the treasurer, upon the payment of dues, to each and every member (all classifications) specifying thereon his classification of membership.
- c The Board Of Directors may at its discretion extend the privileges of the Club to any person or persons.
- d The Board Of Directors shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.
- e Any property of the Club broken or damaged by a member of any classification, or his guest, shall be promptly paid for by such member. No member shall take any article belonging to the Club.

Section 11 The maximum number of family household groups holding Active Bond Membership in the Club is hereby established at four hundred fifty (450).

Section 12 The said membership certificates (Bonds) are non-negotiable, non-profit-sharing, non-interest-bearing, and shall not release the holder or holders thereof from payment of dues and fees for Club privileges. Each membership certificate shall conspicuously state on it's face that it is non-transferable, non-assignable, non-negotiable, non-profit-sharing, and non-interest-bearing and that the Plymouth Swim Club is a non-profit corporation.

Section 13 Membership Bonds shall not be transferable by assignment or sale, nor be transferred through legal heirs or devisees or otherwise upon the death of the owner thereof. No Bond may be sold by any owner except to the Corporation, Plymouth Swim Club. Each membership certificate shall conspicuously state on it's face that it is non-transferable, non-assignable, non-negotiable, non-profit-sharing, and non-interest-bearing and that the Plymouth Swim Club is a non-profit corporation.

Section 14 In the event that the sole (or both) holders of a Membership certificate shall die, resign or be removed from membership, the Corporation may repurchase or cancel such certificate at any time, less any and all subscriptions, dues, taxes, depreciation *and other liabilities* as provided for in these By-Laws, and other charges then owing by the holder or former holder thereof and by any members of the family. The Corporation shall not issue additional certificates without having first repurchased or canceled certificates available as aforesaid. The Corporation shall in no way be obligated to repurchase membership certificates unless there be a fully qualified prospective member to whom such certificate can be transferred by the Corporation.

ARTICLE VI Membership (continued)

Section 15 Wherever mention is made herein to age of members, it shall be the age attained as of June 1st of the current year.

ARTICLE VII Dues and Fees

Section 1

- a The Board Of Directors shall establish dues for each classification of membership for the ensuing year.
- b Dues shall be sufficient to provide for the operating expenses of the Club, the proper maintenance and improvement of its property, the retirement of any monetary indebtedness, and shall be paid in full before the member is allowed to use the Club facilities.
- c No dues nor parts thereof shall be refunded in the event that pool operations are required to be suspended for any period.

Section 2

- a Each membership certificate shall conspicuously state on its face that it is non-transferable, non-assignable, non-negotiable, non-profit-sharing, and non-interest-bearing and that the Plymouth Swim Club is a non-profit corporation.
- b Except for payment as herein after provided, each Bond shall become null and void upon the date that the holder ceases to be a member for any cause. The time and manner in which the holder shall be repaid the cost of the Bond, less any and all subscriptions, dues, taxes, depreciation and other liabilities as provided for in these By-Laws, shall be determined by the Board Of Directors.
- c The Board Of Directors may set reasonable charges and establish rules for maintenance of a Bond sale list.
- d A bondholder on the Bond sale list may secure a prospective replacement Bond member and submit the same for approval by the Board Of Directors pursuant to the By-Laws and rules of the Club. If the replacement is approved, the Bond shall be redeemed for its face value less any charges, on condition that the replacement bondholder shall first have paid to the Club three hundred dollars (\$300.00) for a bond.
- e Except as otherwise provided, Bonds shall be redeemed in the chronological order in which they have been placed on the Bond sale list; redemption shall be made at face value, less any charges, and with no interest, as soon as payment is received from the replacement of incoming bond membership, whichever is first.

ARTICLE VI Dues and Fees (continued)

Section 3 The cost of a bond shall be three hundred dollars (\$300.00)

Section 4 In the event of dissolution of the Club, in any manner for any cause, and in no other event, the proceeds of the sale of the property of the Club after the payment of all its just debts and obligations shall be equally distributed among the bond holders subject to set-off of all debts, dues, and obligations owed by the bond holders of the Club.

Section 5 Any member of any classification failing to pay dues or indebtedness before the tenth day of the month following that in which any statement of his indebtedness shall have been sent to him by the Treasurer shall be notified that, if such indebtedness shall not be paid within fifteen days thereafter, the delinquent may be suspended by the Board Of Directors. Any person thus suspended shall immediately be notified in writing by the Secretary of his suspension, and if his indebtedness shall not be paid within fifteen days after sending such notice, he shall cease to be a member of the Club. The Directors, in their discretion, may reinstate any member upon request and after repayment of said member's indebtedness to the Club.

Section 6 Upon cessation of membership for any cause, all indebtedness owing to the Club by a member shall be a lien upon and a charge against his bond, and the bond may be taken over by the Club to satisfy such indebtedness to the extent of the lien. 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 a newly elected member on payment by him to the Club of the cost of a bond as fixed by these By-Laws. 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 a prerequisite to perfect the transfer to the Club, or to a new possessor, and the treasurer of 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 Household family groups shall be responsible for the payment of all charges or 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 All fees and other charges mentioned herein are exclusive of taxes thereon 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 when the club is open, between Memorial Day and Labor Day at such place as the Board Of Directors may determine.

Revised and Approved at Special Bond Holder Meeting June, 2004

- b The annual meeting shall be for the purpose of electing directors, 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 meeting of the Club may be called by the Board Of Directors. Also, upon the written request of fifty (50) Active Bond Members, to the Secretary, stating the purpose thereof, a special meeting shall be called by the Secretary to be held within thirty (30) days. Only one (1) signature is permitted per Bond.

Section 3

- a Notice of the annual meeting shall be given by mail to the active bond members at least fifteen days prior thereto. The notice of the annual meeting shall include the names of candidates nominated by the nominating committee and any independent candidate nominations received, as provided in Article IX, Section 2, along with a clear emans to vote for individual nominees, and the rules for voting for nominees.

Revised and Approved at Special Bond Holder Meeting July, 2006

- b Independent nominations may be made as provided by Article IX, Section 2.

Revised and Approved at Special Bond Holder Meeting July, 2006

- c Special meetings of the Club may be held on ten days notice by mail to all active bond members. The notice shall state the purposes for which the special meeting is called, and no other business shall be transacted thereat.

Section 4

- a Only Active Bond Members shall be entitled to participate in and vote their Bonds at the meetings of the Club. Each Bond shall be entitled to one (1) vote, there shall be no voting by proxy. Voting may be by voice vote, but the holders of ten (10) Bonds shall have the right to demand voting by roll call or by secret ballot.

Revised and Approved at Special Bond Holder Meeting July, 2006

- b Active Bond Members may vote for director candidates by marking the notice of the annual meeting that they receive, and mailing that marked notice to the Club at our then current mailing address. They may also deposit the notice, in a sealed envelope at the Club office.

Revised and Approved at Special Bond Holder Meeting July, 2006

ARTICLE VIII Meetings (continued)

Section 4 (continued)

- c All notices of the annual meeting received before the meeting starts shall be reserved unopened, for inspection at the meeting.

Revised and Approved at Special Bond Holder Meeting July, 2006

Section 5 Ten percent (10%) of the Active Bonds represented in person, or by returned ballot, by Active Bond Members, shall constitute a quorum at all Club meetings except where sale or dissolution of the Club is considered. In that event, more than fifty percent (50%) of the Active Bond Members represented in person are needed in order to sell or dissolve the Club. Except as otherwise provided, Robert's Rules of Order shall be followed.

Revised and Approved at Special Bond Holder Meeting July, 2006

Section 6 Wherever in these By-Laws notice to members is required, mailing of such notice to the last known address of the member shall constitute notice.

ARTICLE VIII Meetings (continued)

Section 7 The Active Bond Members entitled to vote, present at a duly organized meeting, can continue to do business until adjournment, notwithstanding the withdrawal of enough Active Bond Members entitled to vote to leave less than a quorum, provided that at least twenty (20) Active Bonds are still represented in person.

Section 8 A duly called Meeting shall not be organized for transaction of business unless a quorum is present.

Section 9 If, at any Meeting, the right of any person to vote is challenged, the presiding officer shall require the books or records of the Corporation to be produced as evidence of the right of the person challenged to vote, and all voters who appear by such books or records to be Active Bond Members, may vote.

Revised and Approved at Special Bond Holder Meeting July, 2006

ARTICLE IX Nominations

Section 1

- a There shall be a nominating committee appointed by the Board Of Directors.
- b The Nominating Committee shall nominate the candidates for the vacancies in the Board Of Directors to be filled at the annual meeting; and shall report such nominations to the Secretary no later than twenty (20) days before the annual meeting.

ARTICLE IX Nominations (continued)

Section 2 Independent nominations of candidates for election at the annual meeting may be made in writing over the signature of Active Bond Members representing fifteen (15) Active Bonds and delivered to the Secretary no later than twenty (20) days before the annual meeting. Notice of said nominations shall be given in accordance with Article VIII, Section 3a.

ARTICLE IX Nominations (continued)

Section 3 Nominations may be made from the floor at the annual meeting to fill vacancies, whenever candidates have not been nominated by the Nominating Committee.

ARTICLE X Miscellaneous

Section 1 These By-Laws supersede any and all other By-Laws previously in force. Amendments to these By-Laws or to any portion thereof may be made at any Annual Meeting or at any regularly called meeting of the active bond membership by a two-thirds (2/3) vote of the active bond members present at such meeting. The active bond membership at large may call for a vote on an amendment to the By-Laws through a petition in writing to the Secretary of the Corporation which is signed by at least fifteen percent (15%) of the active bond memberships. The Board Of Directors shall be required within thirty (30) days upon receipt of said petition to set a time and place for a meeting. Notice of the proposed amendment must be mailed to each active bond member at least ten (10) days before any meeting at which amendments are to be presented.

ARTICLE XI Limiting Director's Liability

Section 1 A Director of the Club shall not be personally liable for monetary damages for any action taken, or any failure to take action unless:

- a** The Director has breached or failed to perform the duties of his/her office under Section 511 et seq. of Title 15, Purdon's Statutes (relating to standard of care and justifiable reliance); and
- b** The breach of failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

- a** The responsibility or liability of a Director pursuant to any criminal statute; or
- b** The liability of a Director for the payment of taxes pursuant to Local, State, or Federal law.

Section 2 The effective date of this By-Law is August 23, 1992 and shall not apply to any actions filed prior to January 27, 1987, nor to any breach of performance of duty by any Director or Officer of the Club occurring prior to that date.