

VRSTC Bylaws

Article I

Purposes of the Club

The purpose and objective for which this club is formed are to promote the health and general welfare of its members and particularly the children of its members and among other things to provide a swimming pool and other recreational facilities for the members and the children of said members, together with such incidental objectives as are appropriate in the conduct of the activities set forth above, said Club to be located in the county of King, State of Washington.

Article II

Board of Trustees

1. The Board of Trustees shall consist of nine active members who are in good standing, having paid their dues and initiation fee at the time of their selection or election. This first election of the Board shall take place during the last week of February, 1960, three Trustees shall be elected to serve until the next annual members' meeting or until the last day of February, 1961. Three members shall be elected to serve until the second annual meeting from that date and three elected to serve until the third annual meeting after that date and thereafter Trustees shall be elected for the three year term or until their successors have been elected and qualified.

Vacancies in the Board of Trustees shall be filled by the Board of Trustees. A Trustee may be removed at any meeting of the Board especially called for that purpose of which he has specific written notice by a vote of two-thirds majority of the Board. A Board member who is the outgoing president in the same year his or her term expires shall serve one additional year in which the Board of Trustees shall be increased to ten members. (Amended 1991)

2. No Trustee shall be paid for services as such.

3. No member of the club shall be eligible to serve as an elected trustee for more than two (2) consecutive terms. (Added 1984, Amended 1991)

Article III

Duties of the Board of Trustees

1. The Board of Trustees shall manage the affairs of the corporation. The administration of club operations, pursuant to policy, rules, and regulations adopted by the Board of Trustees, shall be delegated to a Manager selected by and responsible to the Board of Trustees. (Amended 1966, 1967, 1982)

2. The Board of Trustees shall finally pass upon all members who are invited to join the corporation upon recommendation to the Board by a membership committee to be appointed by the President, as hereinafter set forth; the Board of Trustees shall finally pass upon the resignation of members.

3. The Board of Trustees shall designate depository banks and execute such instruments as are required by the bank, provided, however, that at least two officers must sign all checks, notes, or other instruments for payment of money.

4. The Board of Trustees shall cause the books of the company to be examined annually by an independent auditor whose report shall be made available to the membership at large.
5. Following the initial financing, the Board of Trustees may, in its discretion, submit to the membership at large at an annual or special meeting the question of an additional assessment, borrowing money, or pledging the credit of the corporation. Approval of any such proposal shall require the affirmation vote of two-thirds of the members present or casting absentee ballots at the meeting. Notice of this meeting shall set forth the proposed financing and be mailed at least ten days prior to the meeting. The Board of Trustees may, after the meeting, submit a proposed financing proposal for approval by the membership by mail ballot. Any proposal so submitted shall be approved if it receives a two-thirds affirmative vote of the ballots cast on the issue and returned by a date specified in advance by the Board. (Amended 1982)

Article IV

Officers

1. The officers shall consist of a President, Vice President, Secretary, and Treasurer, whom the Board of Trustees shall elect from its own members at the first meeting of the Board held after the annual meeting of the membership. The Board may also elect an Assistant Secretary and Assistant Treasurer, who need not be members of the Board. Officers shall serve for a term of one year, and until their successors are elected and qualified. The Board shall fill a vacancy in any such office for the remainder of the term. (Amended 1982)
2. The President shall preside at all meetings of the membership at large and or the Board of Trustees. He shall be the administrative officer and appoint all committee members.
3. The Vice President shall serve in the absence or disability of the President and during such time shall have all his duties and powers. (Amended 1966, 1991)
4. The Secretary shall keep the Minutes and attend to the correspondence, send out all notices of meetings, and perform such other duties as may be fixed by the Board of Trustees.
5. The Treasurer shall have charge of the money and books of account and shall pay all bills, collect all dues, and perform such other duties as may be fixed by the Board of Trustees.
6. The Assistant Secretary and the Assistant Treasurer shall perform such duties as shall be assigned to them by the Secretary and Treasurer or the Board of Trustees.

Article V

Standing Committees

1. There shall be a nominating committee and such other standing or special committees as the Board of Trustees may establish. The Board shall determine the number of members of each committee and assign to it such duties, consistent with the powers and duties of the Board under these By-Laws, as needs of the club may require.
2. Nominating. The Nominating Committee shall consist, unless otherwise fixed by the Board of Trustees, of three members who shall report to the annual meeting of the members of the corporation its recommendations for the Trustees to be elected at that meeting. The report of the

Nominating Committee shall be posted on the grounds of the Club and mailed to the membership twenty days before the election date. Candidates may also be nominated by letter signed by not less than fifteen members of the club in good standing and filed with the Secretary not later than ten days prior to the annual meeting. The Secretary shall post the names nominated by letter and shall immediately notify Board members and the candidates nominated by the Nominating Committee. (Amended 1979, 1982)

Article VI

Discipline of Management Level Employees

Disciplinary action by the Manager with respect to a management level employee, including the assistant manager, swim coach, and tennis coach, shall conform to the following policy and procedures:

If the Manager decides that termination of employment is appropriate, he may only suspend the employee and propose such termination to the Board of Trustees. In proposing such termination, the Manager shall give written notice to the employee of the suspension, the reasons therefore, and the availability of the grievance procedure through the committee designated for that purpose by the Board; a copy of such notice shall be provided to the President of the Board and to the chairman of the appropriate committee. (Amended 1982; originally adopted 1977.)

Article VII

Membership

(revised 3/97)

1. Eligibility

Any person over the age of 18 residing in Seattle within the View Ridge Membership Area bounded on the north by Northeast 110th Street, on the west by 25th Avenue Northeast, on the south by the Lake Washington Ship canal, and on the east by Lake Washington is eligible to purchase a membership in View Ridge Swim & Tennis Club. A person will become a member upon payment of the current membership fee, payment of the current transfer fee, and approval of the new club member as provided in the By-Laws. The number of memberships, membership transfer fee, and the membership fee shall be determined by the Board of Trustees. In the event that a membership becomes available it shall be offered in turn to persons added in chronological order to the waiting list as maintained by the Membership Chairman. (Longest on list first). Each member shall have the same interest, rights and privileges as any other member to club facilities and their use and shall be subject to the rules and regulations of the club regarding their use.

There shall be no capital stock or other evidence of any interest in the net earnings or surplus of this corporation by any person.

2. Termination

A membership may be terminated by voluntary withdrawal or expulsion in accordance with these By-Laws. In all cases of termination the membership must be sold back to the corporation at the current membership value in which case the corporation will offer the membership to the next eligible applicant who is first on the waiting list.

3. Transfer

A membership may be transferred with the sale of a residence if the residence is within the View Ridge Membership Area. A member may transfer club membership to the purchaser of said residence subject to payment to the corporation of the prescribed transfer fee and approval of the new club member as provided in the By-Laws. Such transfer and payment of transfer fee must be completed by closing of the sale of the residence. Any member may also transfer his or her membership to the member's child if the child is older than 18 years of age and lives within the View Ridge Membership Area. This transfer is also subject to payment to the corporation of the prescribed transfer fee and approval of the new club member as provided in the By-Laws.

4. Suspension and Expulsion

Pursuant to notice and hearing, any member may be suspended or expelled from membership for violation of the By-Laws or rules of the club. The Board of Trustees may order suspension of a membership for a period not exceeding three months if approved by a vote of two-thirds of the Board members present at a regular Board meeting or special meeting called for such purpose. A member may be expelled by a vote of two-thirds of the entire membership of the Board if all members are present at the meeting at which expulsion is ordered. Violation by any person in the member's family may be considered the violation of the member in determining the members suspension or expulsion. Failure by a member to pay for damage to club property caused by the member, a person in the members family, or a guest of the member is cause for suspension or expulsion of the member. Failure to pay membership and other fees is also cause for suspension or expulsion of the member. Other possible causes for suspension or expulsion could include repeated violation of club rules. The club manager may suspend a member not to exceed thirty days without prior approval of the Board. Such suspension shall be reported in writing to the President and the Board of Trustees within 24 hours after such suspension is made.

5. Guests

The Board may extend the privileges of the Club to guests of any member upon such terms as it determines. Furthermore, the Board hereby extends guest privileges as follows:

1. All present members who are also charter members as set forth in Article III of the Articles of Incorporation and have maintained continuous membership who return their membership for sale pursuant to Article VII, Section 1 of the By-Laws to the next available person on the waiting list shall have alumni guest status, which shall entitle the alumni guest so designated to unlimited utilization of the club facilities for life, including the right to bring additional guests at the then current guest charges assessed to members who bring guests; (revised 1/17/2001)*

2. All members with a certain number of years of continuous membership, which number shall be determined and set annually in the discretion of the Board of Trustees, but shall in no event be less than 20 years of continuous membership, who return their membership for sale pursuant to Article VII, Section 1 of the By-Laws to the next available person on the waiting list shall have the option to elect alumni guest status for an annual charge equal to one-third of the then current membership dues. Such status must be selected immediately upon return of the membership, in writing and by payment of the annual charge in full on or before April 1. Such status must be

renewed annually by payment of the annual charges in full on or before April 1 of each successive year in order to be maintained. If not renewed annually as described above, such status and guest privileges shall be lost and not subject to reinstatement or re-selection in any subsequent years. As set forth in paragraph (1) above, such alumni guest status shall entitle the alumni guest to unlimited utilization of the club facilities, including the right to bring additional guests at the then current guest charges assessed to members who bring guests. (revised 1/17/2001)*

6. Disclaimer

The View Ridge Swim & Tennis Club shall not be liable or responsible to any member, members family or guests for loss of property or damage or injury on account of accident in the use of club facilities.

Article VIII

Membership Meetings

1. There shall be an annual meeting of the membership for the election of Trustees in the second week of March of each year and there may be special meetings at such times as shall be fixed by the Board of Trustees. Special meetings may be called upon the request in writing of ten members filed with the Secretary, who shall call said meeting within 30 days after the time of filing of the request. Notice of meetings shall be mailed to the members at least ten days prior to the date thereof. (Amended 1991)
2. Only active members in good standing shall be entitled to vote at any meeting. If a membership is issued to a martial community, only one vote may be cast for membership certificate. There shall be no voting proxy; however, any member may vote by absentee ballot on candidates for the office for Trustee or on any proposal for financing under Article III, Section 5, or on any amendment to the By-Laws. As soon as the last day for nominating candidates has passed, the Secretary shall prepare absentee ballots for the election showing the names of all persons who have been nominated by the nominating committee or by letter and which candidates have been nominated by each methods. If one or more financing proposals or amendments to the By-Laws are being voted on at the meeting. The ballot shall include an identification of each with an appropriate space in which the member may vote for or against each such proposal. Any member may apply for such a ballot by mail or telephone at least three days before the meeting and the Secretary shall promptly mail a copy of the ballot to the applicant. In lieu of such application, a member may apply to the Secretary for an absentee ballot in person no later than the day before the annual meeting and a ballot shall be immediately delivered to the applicant. Any absentee ballots on proposals submitted at annual meetings of the membership apply also to proposals submitted at special meetings. The Board of Trustees may adopt reasonable regulations and take other action necessary to insure fair use of the absentee voting right. (Amended 1982, 1991)
3. A quorum at any membership meeting shall consist of active members in good standing representing 20 percent of the membership certificates outstanding. (Amended 1982, 1991)

Article IX

Board Meetings

1. The Board of Trustees shall hold its first meeting immediately after the annual meeting of the membership or as soon thereafter as practicable.
2. The Board shall hold its regular meetings as fixed by resolution of the Board of Trustees. Board meetings shall be open to the entire membership except for executive session to consider personnel appointments and dismissal and the application of operating rules (Amended 1982)
3. Special meetings shall be held upon the call of the President or upon the request of three Board members filed with the Secretary five days prior to the proposed meeting.
4. Notice of meetings may be given in any way fixed by the Board including telephone.
5. Five members shall constitute a quorum of the Board of Trustees at any meeting.

Article X

Dues and Fees

1. Dues and fees shall be sufficient to provide for the expenses of operation, maintenance, and improvement for the property and shall be payable as specified by the Board of Trustees at any meeting.
2. The Board of Trustees shall, prior to the annual meeting of the membership, fix the amount of the dues for the ensuing year. (Amended 1991)
3. No portion of the dues shall be refunded or remitted.
4. Any member delinquent in the payment of his dues or other indebtedness to the club may be suspended from membership by the board, in which case he shall be immediately notified by the Treasurer of his suspension. (Amended 1991)
5. Members shall be required to pay all charges and liabilities incurred by them or their families and their guests.
6. The club shall have a lien upon the Certificate of Membership or any property of a member which it may have in its custody for the amount of any indebtedness a member may owe to the club.

Article XI

Amendments

1. An amendment to these By-Laws may be proposed to the Board of Trustees or by letter signed by at least 15 members of the club in good standing and filed with the Secretary. In either case, the amendment shall not become effective until approved by the membership as provided in this article. (Amended 1982)
2. An amendment proposed by the Board may be submitted to the membership at the following annual meeting or at a special meeting called by the Board for that purpose. An amendment purposed by letter shall be submitted to the membership at a special meeting called by the Board within 90 days after the letter is received by the Secretary, except that the Board, may submit the proposed amendment at the next annual meeting. In any case, notice of the meeting shall include

a copy of the proposed amendment and shall be mailed at least ten days prior to the date of the meeting at which it is submitted. Any amendment proposed for adoption at a membership meeting shall become effective if approved by two-thirds of the members present or voting by absentee ballot. (Amended 1982)

Article XII

Indemnification of Trustees, Officers, and Employees

Every trustee, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceedings to which he may be made a party, or in which he may become involved by reason of his doing or having been a trustee, officer, or employee of the corporation, or any settlement, thereof made with court approval, whether or not he is a trustee, officer, or employee at the time such expenses are incurred, except in such cases wherein he is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Trustees, as well as the court having jurisdiction over the matter involved, approve such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive to all other right to which such trustee, officer, or employee may be entitled. (Added 1977)

**Revised at a special membership meeting on 1/17/2001 (93% of 143 members present)*