

BYLAWS  
OF  
RIDGE TOP CLUB, INCORPORATED

ARTICLE I

The name of the Club shall be RIDGE TOP CLUB, INCORPORATED.

ARTICLE II PURPOSES

The purposes for which said corporation is founded are the following: To organize a social and community club, to encourage and maintain community social life, and to provide means of entertainment, recreation and athletic exercise for its members.

Upon any dissolution or liquidation of the corporation, all of its assets remaining after payment of its outstanding obligations and bonded indebtedness shall be paid over to such organization or organizations, organized exclusively for charitable, scientific, literary or educational purposes, and in such amounts and proportions as the Board of Governors in its discretion may see fit, and each member of the corporation by becoming such, shall be deemed to have waived and relinquished all rights conferred by statute or otherwise upon members of the corporations without capital stock, to share in the net assets upon any dissolution or liquidation.

ARTICLE III  
GOVERNMENT

Section 1.

The management and control of all the property and affairs of the corporation (also referred to here as the "Club") shall be in the hands of a Board of Governors, consisting of no fewer than three (3) nor greater than ten (10) elected active members. The Board shall make every reasonable effort to maintain a member level of five (5) elected active members. This includes the Current and immediate Past President.

Section 2.

The members of the Board of Governors shall be elected as follows: The members of the Board of Governors as of the adoption of the Winter, 2016 amendments to the Bylaws shall serve the remainder of their current three (3) year terms. They and all Board members are eligible to serve a total of three (3) three (3) year terms, but may serve longer until their successors are elected. The President of the Board may serve only two (2) consecutive three (3) year terms in that role, but may serve longer as President until his or her successor is elected. The immediate Past President must have a minimum, 1-year hiatus prior to being elected President again. The immediate Past President shall serve automatically without election until such person is no longer the same. Elections, as necessary, shall take place at the Annual Meeting, by majority vote of the members.

### Section 3.

The Board of Governors may fill any vacancies temporarily, provided that at each annual meeting, any vacancies which have occurred on the Board of Governors shall be filled for the unexpired portion of the term by election. A person temporarily selected by the Board is eligible to run for election.

### Section 4.

Any member of the Board of Governors who shall cease to hold Active Membership in the club shall cease automatically to be a member of the Board of Governors.

### Section 5.

A majority of the Board of Governors shall constitute a quorum.

### Section 6.

No husband and wife shall be eligible to serve simultaneously on the Board of Governors.

### Section 7.

The Board of Governors shall elect the officers. The officers of the club shall be members of the Board of Governors. They shall be a President a Vice President, a Secretary, and a Treasurer or Secretary-Treasurer.

### Section 8.

The Board of Governors shall have an Executive Committee, consisting of the officers. The Executive Committee may be convened by the President, or, in case of the President's unavailability, by the Vice-President. The Executive Committee, only in emergency circumstances in which it is not reasonably possible to convene a full Board meeting, may take any action the Board could have taken.

### Section 9.

The Board of Governors shall have further authority to:

- a. Establish any committees which it may deem necessary with such powers as it may authorize; and confirm committee members appointed by the President.
- b. Admit, suspend or expel members by ballot, after due notice and hearing.
- c. Prescribe rules for the admission of guests and employees.
- d. Make and modify Rules for the use of the corporation's premises by members, and for their conduct on the same.
- e. Establish and enforce penalties for the violation of rules not exceeding the statutory limits.
- f. Forgive or reduce penalties for good cause.
- g. Fill vacancies in any office or committee; provided, however, that any person so chosen shall hold such position only until the meeting of the Board following the annual meeting of the corporation.

- h. Pro-rate dues and fees, subject to the provision of Article VI of these Bylaws.
- i. Establish numerical requirements for all classes of membership, subject to the provisions of Article V of these Bylaws.
- j. 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 the funds of the Club shall be executed. Provided, however, the Board of Governors shall require the President or Treasurer to sign all such checks, drafts or other instruments for the payment of money drawn in the name of the Club, except that both must sign any check of ten thousand dollars (\$10,000) or more.

#### Section 10.

The Board of Governors shall transmit, at each annual meeting of the corporation, a general report of the affairs of the corporation, with an estimate of income and expenses for the ensuing year.

#### Section 11.

The Board of Governors shall meet within thirty (30) days after each annual meeting of the corporation and shall hold regular meetings each month. It may also hold special meetings from time to time as the President may see fit to convene. Members of the Board of Governors shall automatically lose their Board Membership by failing to attend four (4) regular monthly Board of Governors meetings or a total of eight (8) regular and special Board of Governors meetings during the twelve month period following each annual meeting. Board meetings can be conducted electronically.

#### Section 12.

The Board of Governors shall cause the books of the Club to be reviewed annually by a certified public accountant selected by the Governors, who shall be neither Governors nor officers of the Club, and the report of the auditors shall be available to the members at all times. The Board may authorize an audit of the Club's financial statements in lieu of a review, at its discretion with a majority vote.

#### Section 13.

Nothing in these Bylaws shall be construed to permit the Board of Governors to borrow or pledge the credit of the Club without the specific approval of the two-thirds of the membership attending in person or by proxy at a duly held meeting; provided that the Board may borrow/pledge the credit of or invest club funds up to fifty thousand dollars (\$50,000) without vote of the membership.

#### Section 14.

Any member of the Board of Governors may be removed from office by a two-thirds (2/3) vote of the membership present in person or represented by a proxy at either an Annual Meeting or a Special Meeting called in accordance with these Bylaws.

## ARTICLE IV OFFICERS

### Section 1.

The President shall preside at the meeting of the Club and of the Board of Governors. The President shall be administrative officer of the Club. The President shall appoint, subject to confirmation by the Board of Governors, the members of all committees as may be established. The President shall be ex-officio, a member of all committees.

### Section 2.

The Vice-President shall have such duties as may be assigned to that person by the President, and shall, in the absence or disability of the President, have all the powers and perform all the duties of the President.

### Section 3.

The Secretary shall send out the notices of the meetings of the Club and of the Board of Governors; keep the minutes, and attend to the correspondence pertaining to this office. The Secretary shall perform such other duties pertaining to this office as may be asked the Secretary by the Board of Governors.

### Section 4.

The Treasurer shall attend to keeping the accounts of the Club, collecting its revenues, and paying its bills as approved by the Board of Governors, or other agency authorized by the Board to incur them. The Treasurer shall deposit funds of the Club received by the Treasurer, in the name of the Club in such depository as may be authorized by the Board. The Treasurer shall perform such other duties pertaining to this office as may be asked of the Treasurer by the Board. The Treasurer shall be bonded in the discretion of the Board.

## ARTICLE V MEMBERS

### Section 1.

Membership in this Club shall consist of family units within which there shall be the following classes of members:

- a. Active
- b. Junior
- c. Porch
- d. Special
- e. Summer
- f. Divorced

### Section 2.

Active Member: Husband and wife, or single head of family and (if any) other persons living full time in the house over the age of twenty-one (21). The term member when used in the Bylaws shall refer to this classification unless otherwise specified.

### Section 3.

Junior Member: Dependent child, under 21 years of age, of Active Member.

### Section 4.

Porch Member: A person over the age of 21 not living in the house of a member shall be allowed to be present at the Club with no pool or tennis rights for \$50 per year.

### Section 5.

Special Member: Members other than the other categories, as approved by the Board of Governors.

### Section 6.

Summer Member: Summer members are addressed in the Club Rules.

### Section 7.

Divorced Members: Divorced Members are addressed in the Club Rules.

### Section 8.

The Board of Governors shall consider and vote on applications for membership in the Club; with a two-thirds (2/3) vote necessary for membership approval. Board members may vote by email concurring membership applications.

### Section 9.

No membership shall be effective following approval by the Board of Governors until any applicable fee or payment requirements have been met by the applicant.

### Section 10.

Any member may withdraw at any time subject to the provision of these Bylaws, and there shall be no refund of any part of the current year's dues.

### Section 11.

a. Any member of any class may, for cause and after having been given an opportunity for a hearing, be suspended for a period of not exceeding three (3) months upon a two-thirds (2/3) vote of the members of the Board of Governors present at any meeting hereof, or expelled or not renewed as a member by a three-fourths (3/4) vote of the entire membership of the Board. Cause for suspension or expulsion or non-renewal shall, consist of a violation of these Bylaws or of the Rules of the Club, or especially offensive conduct as determined in its discretion by the Board. The notice must specify the grounds for the decision. A member shall have ten days from the date of a written notice sent to the member by mail, fax or email to request in writing a hearing by mail, fax or email to the person signing the notice or to the President of the Club, or shall be deemed to have waived any challenge to the decision. Both the Board and member may have but need not have legal counsel at the hearing. A timely notice by a member of the member's election to have a hearing shall stay the suspension or expulsion or non-renewal until the completion of the hearing and decision. Any hearing

pursuant to this Section shall include testimony under oath and shall be conducted by an independent third party attorney, not a member of the Club, who shall be chosen by the Board. The party against whom the decision is rendered (1) shall pay the fees and costs of the third party attorney and (2) shall pay the attorney fees and costs of the Club in connection with the preparation and conduct of the hearing and any matters relating to the case. The decision is not appealable in any manner.

b. The Board of Governors may delegate to a responsible officer or agent of the corporation the power to suspend specific privileges of any member for the violation of any established Rules of the corporation, subject to the rights of a member set forth in subsection (a) hereof.

#### Section 9.

The membership of this corporation shall be limited as determined by the Board.

### ARTICLE VI DUES AND FEES

#### Section 1.

a. The Board of Governors, at its first meeting after the meeting of January, 1958, and thereafter each Annual Meeting of the members, shall establish dues for each class of membership for the ensuing year.

b. Dues shall be sufficient to provide for the necessary running expenses of the corporation and the proper maintenance and improvement of its property.

c. The time or times for payment of dues each year shall be fixed by the Board of Governors, and all dues shall be payable in advance.

d. No dues nor part thereof shall be refunded in the event that club operation are required to be suspended for any period.

#### Section 2.

The Board of Governors may at any time require future candidates for membership to pay an initiation fee to be set by the Board of Governors.

#### Section 3.

All dues to the Club shall be payable in full by Memorial Day, but the Board may permit installment payments in its discretion. In the event of non-payment, the Club Manager shall send a notice within ten (10) days. Should the dues be still unpaid after ten (10) days from the date of mailing the notice, the Manager shall send a second notice, within ten (10) days adding a late fee of \$100. If the dues and late fee are not paid within ten (10) days thereafter, the Manager shall present the name of the delinquent member to the next meeting of the Board of Governors, and move the delinquent's membership in the Club terminated. The member shall be notified in writing of the Board's action within a week.

#### Section 4.

All dues, fees and any other charges mentioned in these Bylaws are exclusive of any taxes applicable thereto imposed by the Federal, State, Municipal, Town or any other governmental body or agency.

## ARTICLE VII MEETINGS

### Section 1.

- a. The Annual Meeting of the corporation shall be held during the month of October in each year, at such place and time as the Board of Governors may determine.
- b. The Annual Meeting shall be for the purpose of electing Governors, as necessary, presenting committee reports, and for transaction of such other business as may be indicated in the notice or may be brought before it.

### Section 2.

Special Meetings of the corporation may be called by a two thirds (2/3) vote of the Board of Governors. Upon written request to the Secretary, stating the purpose thereof, a Special Meeting shall be called by the Secretary. The Secretary shall send a notice to the members within thirty (30) days following receipt of such request.

### Section 3.

Notice of the Annual Meeting shall be sent by mail or email to the Members at least five (5) days prior thereto. The notice of the Annual Meeting shall include the names of candidates nominated by the Board of Governors who serve on the Board.

### Section 4.

Only active members shall be entitled to vote at meeting of the Club, with one (1) vote per family unit. Any active member may be represented by written proxy if not able to attend in person; provided that no proxy shall be counted in any vote unless such proxy makes specific reference to the issue being voted upon and states how the member who signed the proxy wishes his vote to be cast with respect to such issue. Voting may be viva voce, but any ten (10) members, including those represented by proxy, shall have the right to demand voting by roll call or by ballot.

### Section 5.

Fifteen (15) active members, present in person, shall constitute a quorum at all meetings of the corporation.

## ARTICLE VIII NOTICES

Whenever notice to a member is required in these Bylaws, the mailing of such notice to the last known physical address, or last known email address of the respective member shall constitute due notice.

## ARTICLE IX NOMINATIONS

### Section 1.

Nominations for the Board of Governors shall be made only by the existing Board, after consideration of all names submitted to the Board. The Secretary shall send a notice to the members of the corporation at least sixty (60) days before the Annual Meeting, inviting nominations, which must be received by the Secretary in writing no later than thirty (30) days before the Annual Meeting.

## ARTICLE X

### Section 1.

Active members who wish to have their membership assigned for the Summer may do so subject to the Club Rules and such additional regulations enacted by the Board of Governors concerning admission and use of facilities. Summer memberships shall be under the control and direction of the Board of Governors.

### Section 2.

No alcoholic beverages shall be served or consumed on the premises at any time.

### Section 3.

These Bylaws may be amended at any meeting of the members of this corporation by a two-thirds (2/3) vote of the members present after such proposed amendment has been approved by a majority of the Board of Governors. If a member proposes an amendment the member shall send said proposed amendment to the Board at least thirty (30) days prior to any annual or special meeting of the members. The Secretary shall send the proposed amendments to the members with the notice of the meeting.