

BY-LAWS

SPRINGLAKE BATH AND TENNIS CLUB, INC.

ARTICLE 1

NAME

Section 1: This Club is a non-profit corporation under the laws of the State of Georgia, by name, Springlake Bath and Tennis Club, Inc.

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 members, to be known as the Board of Directors, except that until such time as this board shall be elected at the first annual meeting, the affairs of the Club shall be managed and controlled by the three (3) members of the initial Board of Directors.

Section 2: At the first annual meeting of the said corporation, the members shall elect 7 members of the Board of Directors for the following terms of office: 2 members for a period of one year; 2 members for a period of two years; and 3 members for a period of three years. Said terms of office to expire at the annual meetings in 1979, 1980 and 1981, respectively. At the annual meeting in 1978, the members shall elect 2 members of the Board of Directors to serve a term of three years, and at each annual meeting thereafter, the members shall elect the number of Directors required to fill vacancies on the Board created by expiration of term or otherwise. Each regular term shall be for a period of three years. A member of the Board of Directors shall be eligible to succeed himself, but at no time shall both husband and wife serve on the board at the same time.

Section 3: (As amended December 1, 1998, December 5, 2000) Any member of the Board who shall absent himself from three regular board meetings during a calendar year, without notice to and approval by the Board, shall be terminated. The Board shall appoint an interim Board member to serve until the annual meeting. If affirmed by the members voting at the annual meeting, the first Tuesday in December, the appointed board member will serve the unexpired term of the replaced member.

Section 4: (As amended December 6, 2011) The Board of Directors shall meet monthly, the first Tuesday of each month, and at such other times and intervals as they may deem necessary.

Section 5: Four members of the Board of Directors 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.

ARTICLE 3

BOARD OF DIRECTORS

Section 1: Consistent with these By-Laws, The Board of Directors shall:

(a) Elect from members of the Board of Directors a President, a Vice-President, a Secretary and a Treasurer, all of whom shall serve without compensation. Said officers shall serve for a period of one year.

(b) Transact all club business and make and amend rules for the regulation of the use of Club property. It may appoint and remove such appointed officers, but not from the Board of Directors. It may also appoint and remove such clerks, agents, servants or employees as it may deem necessary and may fix their duties and compensation.

(c) Fix, impose and remit penalties for violations of these By-Laws and rules of the Club.

(d) Constitute and appoint committees and define the powers and duties of the same.

Section 2: The Board of Directors shall designate the financial institution 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 always require that at least two officers sign all such checks, drafts or other instruments for the payment of money drawn in the name of the Club.

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

Section 4: Any member of the board of Directors 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 of Directors. He shall be the administrative officer of the Club. He shall appoint, subject to confirmation by the Board of Directors, all standing committees, designating the Chairman 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 meetings of the Club and of the Board of Directors, 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 of Directors.

Section 4: The Treasurer shall countersign all checks and make regular reports on the financial condition of the club as required by the Board of Directors.

ARTICLE 5

MEMBERS

Section 1: The membership shall be as set forth in Article III of the Declaration of Covenants, conditions and Restrictions for Springlake, dated November 15, 1977, and recorded in Deed Book 1690, folio 397, in the office of the Clerk of the Superior Court of Muscogee County, Georgia.

Section 2: The Secretary shall notify each new member and furnish him with a copy of the rules of the Club.

Section 3:

(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 of Directors, at its discretion, may extend the privileges of the Club to any person or persons.

(c) The Board of Directors shall by rule fix the terms and conditions upon which guests or members may use the facilities of the Club.

(d) 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.

(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 person or their property.

ARTICLE 6

MAINTENANCE COST

Section 1:

(a) (As amended December 1, 1998) Subject to the provisions of Article V of the said Declaration of Covenants, Conditions and Restrictions, the Board of Directors, at their November meeting, shall establish the annual assessment and fees for the following year.

(b) (As amended December 1, 1998) The assessment shall be sufficient to provide for the necessary expenses of the club and the improvement of its property and the amortization of any debts. Said assessment shall be for the calendar year January 1 to December 31 of each year and shall be due and payable in full the first day of January of each year. Any assessment postmarked after February 15 of each year shall be delinquent and subject to additional costs of collection to be established by the Board of Directors concurrent with the establishment of the annual assessment.

(c) No part of this cost shall be refunded in the event that club operations are required to be suspended for any period.

Section 2: 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.

Section 3: All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State and other governmental bodies and agencies.

ARTICLE 7

MEETINGS

Section 1:

(a) (As amended December 5, 2000) The annual meeting of the Club, starting in 2000, shall be held the first Tuesday in the month of December in each year, at such place and time as the Board of Directors may determine.

(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 meetings of the club may be called by the Board of Directors. Also upon written request of 10 percent of the active members to the Secretary, stating the purpose therefor, a special meeting shall be called by the Secretary within thirty days.

Section 3:

(a) Notice of the annual meeting shall be given by mail to the members at least seven days prior thereto.

(b) Special meetings of the Club may be held on seven days notice by mail 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 10 percent of the active members present, including those represented by proxy, shall have the right to demand voting by roll call.

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.

Section 7:

(a) The Board of Directors shall hold its first meeting following the annual meeting of the members in each year as promptly as practicable.

(b) The Board of Directors 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 of Directors may be called by the President and shall be called by the Secretary upon the request of two members of the Board.

(d) (As amended December 1, 1998) Notice of the regular monthly and special Board meetings shall be given to each member of the Board at least seven days before the date of the meeting.

ARTICLE 8

NOMINATIONS

Section 1: Nominations are to be made by a committee appointed by the President or may be made from the floor at the annual meeting, or at special meetings to fill vacancies for Board of Directors.

ARTICLE 9

COMMITTEES

Section 1:

(a) The standing committees shall be the Building 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 of Directors.

Section 2: The Building and Grounds Committee shall exercise supervision over the property and facilities of the Club; shall attend to the improvement and maintenance of the property and facilities, buildings and grounds; shall have authority thereover; 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 of the Board of Directors, 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 facilities of the Club and shall, in conjunction with the Buildings 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 entertainment, and exercise supervision over all social activities and arrange for necessary refreshments.

ARTICLE 10

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 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 matters as to which he 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 to indemnification provided herein shall inure to each Director and officer referred to in (a), whether or not he 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 representative.

Section 2: The rules contained in Robert's 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 property interpretation of any of the provisions of these By-laws shall be determined by the Board or Directors.

Section 3: These By-laws 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 days notice of such amendment by mail shall be given to each such member.

Section 4: The Club shall have a corporate seal which shall be circular in design and shall have printed on the outer rim the words "SPRINGLAKE BATH AND TENNIS CLUB, INC.", and the word "Georgia"; and, on the inner part of the seal shall be the date "1978" and the word "Seal".

Section 5: All provisions of the said Declaration of Covenants, Conditions and Restrictions for Springlake, not otherwise specifically included in these By-laws, are hereby incorporated herein by reference.

Amended – December 1, 1998

Amended – December 5, 2000

Amended – December 7, 2010

Amended – December 6, 2011