

**DOUBLEGATE SWIM & TENNIS CLUB, INC.**  
**AMENDED AND RESTATED BYLAWS**  
**Revised October 2019**

**ARTICLE I**  
**OFFICES**

The Corporation shall at all times maintain a registered place of business in the state of Georgia.

**ARTICLE II**  
**MEETINGS**

**Section 2.1. Annual Meeting.** A meeting of the members of the Corporation shall be held annually. The meeting shall be held in April, or such other date, at such time and place as the Board of Directors shall determine and shall be specified in the notice of the meeting.

**Section 2.2. Special Meetings.** Special meetings of the members may be called at any time by the President, the Vice President, a majority of the Board of Directors, or by any member or members holding at least twenty-five percent (25%) of the voting power of the Corporation. Special meetings shall be held at such a time and place and on such date as shall be specified in the notice of the meeting.

**Section 2.3. Action in Lieu of Meeting.** Any action that may be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action is provided by members holding a majority of the voting power of the Corporation. Any proposed action must be communicated to the Corporation's Board of Directors, either in writing or by electronic communication, before such action is voted on. Written notice of member approval may be electronic, and shall be given to all members who have not provided the written consent, and member approval shall be effective ten days after such written notice is given.

**Section 2.4. Place.** Annual or special meetings of members shall be held at the place of business of the Corporation or elsewhere in the United States as designated by the Board of Directors.

**Section 2.5. Notice.** Written notice of each meeting of the members shall be either (i) mailed, postage prepaid, by the Secretary, or (ii) emailed, to each member on the record entitled to vote at his address, as it appears upon the books of the Corporation, at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour of which the meeting is to be held and, in the case of any special meetings, shall state briefly the purpose or purposes thereof.

**Section 2.6. Quorum.** The presence in person or by proxy of twenty percent (20%) or more of the members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by these bylaws. If less than a

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quorum is in attendance at the time for which the meeting was called, the meeting may be adjourned by a majority vote of the members present or represented. At any adjourned and reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted if the meeting had been held as originally called. A bylaw amendment to increase the quorum required for any member action must be approved by the members.

**Section 2.7. Conduct of Meetings.** Meetings of members shall be presided over by the President of the Corporation or, if he/she is not present, by the Vice President, or if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation shall act as Secretary of such meetings. In the absence of the Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

**Section 2.8. Voting.** At all meetings of members, every member household entitled to vote shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney, bearing a date not more than eleven (11) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these bylaws. Unless twenty percent (20%) or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or special meeting of members are those matters that are described in the meeting notice.

If the Chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers, which tellers shall have been appointed by the chairman of said meeting.

Elections of directors may be conducted by mail, email or online in accordance with Section 2.3 hereof. The notice of election shall include a ballot to be used and shall designate a deadline for the ballot to be returned.

### **ARTICLE III MEMBERS**

#### **Section 3.1. Membership Criteria and Classes.**

- a) All persons who own a home in the Doublegate Subdivision shall be automatically eligible for membership.
- b) There shall be three (3) classes of members in the Corporation: Class "A" members, Class "B" members and Class "C" members. Class "A" members are defined as members who own a home located within the Doublegate subdivision. Class "B" members are defined as members who do not own a home located within the Doublegate Subdivision. Any Class A or B member, its spouse, and all its children and immediate family living with such member residing under its care and support,

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shall have all the rights and obligations provided hereunder. Class “C” members are defined as members who do not own a home and/or real property located within the Doublegate Subdivision, and whose term of membership is limited to 1) the use of the tennis courts during the applicable tennis season for which they have applied for and received approved Class “C” membership, or 2) use of the swimming pool, during swim team practices and meets, during the applicable swim team season for which they have applied for and received approved Class “C” membership. Class C memberships are limited to those individual members only and do not include parents, spouses, children, or other family living with or visiting such member.

c) The maximum number of Class “B” and Class “C” members shall be determined at the discretion of the Board of Directors, based on the total number of members and the financial condition of the Club. Class “B” and Class “C” members shall not have any voting rights and annual approval of their membership is at the discretion of the Board of Directors.

### **Section 3.2. Initiation Fees and Refunds thereof.**

a) For Class “A” memberships, the initiation fee for those who wish to become members shall be (i) \$1,200.00 (one thousand two hundred dollars) for those who apply to become members not later than 30 days after closing on their purchase of their home in the Doublegate Subdivision, and (ii) \$1,500.00 (one thousand five hundred dollars) for those who apply to become members later than 30 days after closing on their purchase of their home in the Doublegate Subdivision.

b) For Class “B” and Class “C” memberships, there shall be no initiation fee.

c) Class “A” members who became members of the Corporation prior to June 1, 1991 who sell their home and/or real property in the Doublegate subdivision and cease being members shall be entitled to a refund of 2/3 of their paid initiation fee; provided that the member was promised, at the time of its purchase of a home in the Doublegate subdivision, that it could resign its membership in the Corporation at any time and receive a refund of 2/3 of its paid initiation fee. If such a promise was made, then upon its resignation or withdrawal from membership in the Corporation the Board of Directors may determine to refund such member 2/3 of its paid initiation fee if the Board of Directors has determined that such refund will not adversely affect the Corporation’s financial condition.

d) Class “A” members who became members of the Corporation on or after June 1, 1991, who sell their home in the Doublegate Subdivision and cease being members, shall be entitled to a refund of their paid initiation fee in accordance with the following table:

Initiation Fee paid	\$ 1,200	\$ 1,500
Membership ends during:		
Year 1	\$ 600	\$ 750
Year 2	\$ 300	\$ 375
Year 3 or later	\$ 0	\$ 0

The Corporation may hold any refund under this subparagraph d) until the former member seeking such refund has been replaced by a new member or the Board of Directors has determined that such refund will not adversely affect the Corporation’s financial condition.

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### **Section 3.3. Membership Dues and Assessments.**

- a) The amount of annual dues for members shall be determined by the Corporation's Board of Directors; it being expressly understood, that, notwithstanding any provision of these bylaws to the contrary, the Board of Directors may charge a different annual dues rate for Class "C," Class "B" and Class "A" memberships. Annual dues for Class "A" and Class "B" memberships shall be levied on or about April 1 and due April 30 of each year and will pay for services provided by the Corporation for the Annual Membership Year which is from May 1 of that year until April 30 of the following year. Seasonal dues for Class "C" members, currently \$35 per team and/or season (e.g., each league under ALTA and/or USTA), shall be levied prior to the swim team and/or each tennis season (Fall, Winter, Spring and/or Summer) for which the member has applied for membership.
- b) The Corporation's Board of Directors may levy assessments upon the Class "A" and Class "B" membership for the purpose of improving, operating or maintaining the Corporation; provided that such assessments may not exceed the amount of 50% of the annual dues fee per member in any one calendar year. All other assessment requires approval of 2/3 of the Corporation's members present or by proxy at an Annual Meeting or Special Meeting called for such purpose.
- c) Any Class "A" or Class "B" member who fails to pay its annual dues, authorized assessment or other amounts due to the Corporation within fifteen (15) days of the beginning of the Annual Membership Year (May 1) will be considered delinquent. Delinquent accounts shall accrue a one-time late charge of fifty dollars (\$50.00). Any member in default in the payment of its account at May 31 shall be deemed to have resigned membership unless arrangements have already been made to pay such account satisfactory to the Corporation's Board of Directors. Any member whose membership has been resigned will forego any Initiation Fee Refund.
- d) Class "A" or Class "B" members of the Corporation who join after July 1 will have their annual dues for that year assessed on a prorated basis. Class "A" members of the Corporation who sell their home and move prior to November 1 of the dues year are entitled to 50% of their annual dues refunded to them, upon written request. The Corporation has the right to hold this refund until their membership has been replaced by a new member and the Board of Directors has determined that such refund will not adversely affect the Corporation's financial condition. Every effort will be made to return these moneys as soon as possible. Any member who moves on or after November 1 of the dues year shall not be entitled to any refund on the annual dues.

**Section 3.4. Expulsion, Suspension, or Termination of Members.** Upon the affirmative vote of at least two thirds (2/3) of the Corporation's Board of Directors, members of the Corporation may be expelled or suspended and membership in such Corporation may be terminated or suspended upon at least fifteen (15) days' prior written notice of the expulsion, suspension or termination. The notice shall set forth the reasons for such expulsion, suspension or termination. The Corporation shall provide an opportunity for the member to have a hearing before the Corporation's Board of Directors at which such member may present arguments opposing such expulsion, suspension or termination, orally or in writing, at least five (5) days before the effective date of said expulsion, suspension or termination.

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Any member may choose not to renew its membership in any year and, at any time (after written notification to the Corporation's Board of Directors) may resign or withdraw from membership. Any member who fails to pay the annual dues in as provided in Section 3.3 shall be deemed to have resigned from membership. Upon such resignation or withdrawal, the provisions of Section 3.2. should apply if such member is no longer a home owner in Doublegate subdivision.

Any member who has either not renewed, or resigned or withdrawn, its membership may, subsequently, reapply for membership in the Corporation. However, in order to qualify for a new membership, such member must pay 50% of the current, new initiation fee, plus its current year's dues. However, the Corporation's Board of Directors may, on application, determine not to charge such member all the amounts due in the foregoing sentence, if the Board of Directors has determined that such determination will not adversely affect the Corporation's financial condition.

**Section 3.5.** {Reserved}.

**Section 3.6. Certain Actions Requiring Membership Consent.** The following actions require the affirmative vote of not less than 67% of the Corporation's members:

- (i) incurrence of debt by the Corporation in a principal amount exceeding fifty percent (50%) of the average of "A" membership dues collected for the prior three fiscal years, in any one transaction or any series of related transactions;
- (ii) Any merger or consolidation of the Corporation with or into another entity or person;
- (iii) Any sale, transfer, or disposition of all or substantially all of the assets of the Corporation in any one transaction or series of related transactions;
- (iv) Liquidation, dissolution, or winding up of the Corporation;
- (v) The Corporation's participation or investment in any joint venture.

## ARTICLE IV BOARD OF DIRECTORS

**Section 4.1. General Powers.** The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

**Section 4.2. Number and Term of Office.** The number of directors shall be ten (10) or such other number, but not less than three (3), as may be designated from time to time by resolution of a majority of the entire Board of Directors. The directors shall be elected each December via electronic ballot and shall serve for terms of two (2) years and until their successors have been elected. The Corporation's President, Vice President, Secretary, Treasurer, and the director of each standing committee under section 5.8 hereof shall each be a member of the Board of Directors.

**Section 4.3. Vacancies.** The directors may:

- (i) fill the place of any director which may become vacant prior to the expiration of the director's term, such appointment by the directors to continue until the expiration of the term of the director whose place has become vacant, or

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(ii) fill any directorship created by reason of an increase in the number of directors, such appointment by the directors to continue for a term of office until the next election of directors by the members and until the election of the successor.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors entitled to vote at any special meeting of directors called for that purpose.

**Section 4.4. Place of Meeting.** The Board of Directors may hold their meetings and keep the books of the Corporation either within or outside the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment pursuant to which each participant at the meeting can hear the other.

**Section 4.5. Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place to be determined by resolution of the Board. Notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed or emailed to each director at least three (3) days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

**Section 4.6. Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by any director or by the President. The Secretary shall give notice of each special meeting of the Board of Directors, which notice shall specify the time and place of the meeting, at least two (2) days prior to the meeting by personal delivery, mail, or email; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

**Section 4.7. Quorum.** A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these bylaws. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the directors present at the meeting.

**Section 4.9. Action in Lieu of Meeting.** Any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a written consent setting forth the action is provided by Directors holding a majority of the voting power of the Board. Written notice of Director approval may be electronic, and shall be given to all Directors who have not provided the written consent, and Director approval shall be effective ten days after such written notice is given.

**Section 4.9. Compensation of Directors.** Directors shall not receive any stated salary for their services as such. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

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**Section 4.10. Nominating Committee.** The Board of Directors shall elect a Nominating Committee in October of each year consisting of the President or Vice President and at least one other director. The Nominating Committee shall be responsible for preparing a slate of directors for election.

**Section 4.11. Other Committees.** The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Such committee or committees shall have such names as may be determined by resolution adopted by the Board of Directors and must include a Board member on the committee or committees.

### ARTICLE V OFFICERS

#### **Section 5.1. Election, Tenure and Compensation.**

a) The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Director for each of the standing committees established under Section 5.8 hereof each of whom shall be elected by the members. The Corporation may establish such other officers, including one or more assistants to the foregoing officers, as may be elected by the Board of Directors or appointed as provided in these bylaws.

b) The officers shall be elected or appointed to serve a term of two (2) years, or such other term as provided by resolution of the members or the appointment to office. It is expressly understood that the Secretary, Treasurer, Director of the Grounds committee, and Director of the Social committee shall be elected in even numbered years; and the Director of the Pool Committee, Director of the Tennis Committee, Director of the Communications Committee, and Director of the Membership Committee shall be elected in odd numbered years. A new Vice President shall be elected every year. At the end of the first year of the Vice President's term (coincident with the annual election), he/she will automatically become President for the second year of his/her elected term of office.

No officer may serve more than three (3) successive two-year terms as an officer. An officer may serve beyond his/her designated term provided that there are no other members willing to accept a nomination for the officer's position and the officer is willing to serve for an extended term with the consent of the majority the Board. Each officer shall serve for the term of office for which he/she is elected or appointed and until his/her successor has been elected or appointed or his/her earlier resignation, removal from office, or death. The President and Vice President shall also be members of the Corporation's Board of Directors and except for the President and Vice President, the officers need not be directors.

No officer of the Corporation shall be compensated for its services as an officer, but any officer may be reimbursed for its actual expenses incurred in its performance of its duties as an officer.

c) Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors.

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**Section 5.2. Powers and Duties of the President.** The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. The President shall preside at all meetings of the members.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all standing committees and shall do and perform such other duties as may, from time to time, be assigned to him/her by the Board of Directors.

The President shall also be the Chairman of the Board of Directors (“Chairman of the Board”). The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and he shall be ex-officio a member of all standing committees of the Board.

**Section 5.3. Powers and Duties of the Vice President.** The Vice President may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the taking of any action by the Vice President in place of the President shall be conclusive evidence of the absence or disability of the President. The Vice President is also responsible for, in cooperation with the Grounds Committee, review and maintenance of capital improvements and facilities regarding the Corporation’s sport court, developing and executing a program of youth and teenage activities using such facilities; formulating and enforcing rules and regulations regarding use of such facilities.

**Section 5.4. Secretary.** The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these bylaws. The Secretary shall record all the proceedings of the meetings of members and directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board of Directors and the President.

**Section 5.5. Treasurer.** The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall pay all bills of the Corporation.



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Any bills over \$1,500 that are not otherwise approved by the Board of Directors as part of service contract (e.g. annual landscape services contract or pool services contract) shall require approval of at least 2 of the following Directors prior to payment: President, Vice President or Treasurer. Any bills over \$5,000 that are not otherwise approved by the Board of Directors as part of service contract will require the approval of a majority of the Board of Directors. He shall render to the President and the Board of Directors, whenever either of them so requests, and account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall ensure the appropriate tax and business filings are prepared and submitted to the applicable state and federal agencies in a timely manner.

The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Directors and the President.

**Section 5.6. Assistant Secretary.** The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

**Section 5.7. Assistant Treasurer.** The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

**Section 5.8. Standing Committees.** The following are hereby created as standing committees of the Corporation, each of which shall have the duties as herein described and a director:

- i. Grounds Committee – this committee is responsible for the maintenance and capital improvements of the Corporation’s grounds and facilities, including landscape, buildings, structures, and other electrical/plumbing infrastructure unless otherwise contained within the fencing of the Tennis courts or the Pool, in which case the committee will support maintenance and capital improvements that are coordinated by the Pool or Tennis Director. The committee will assist with the formulation and enforcement of rules regarding safety and use of the Corporation’s grounds and facilities, and such other matters as may be delegated to it from time to time by the Board of Directors.
- ii. Pool Committee – this committee is responsible for, in cooperation with the Grounds committee, review and maintenance of capital improvements and facilities regarding the Corporation’s swimming pool, pool equipment, pool furniture and furnishings, developing and executing a

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program of youth and teenage activities using such facilities (including without limitation the Doublegate Swim Team); formulating and enforcing rules and regulations regarding use of such facilities, and such other matters as may be delegated to it from time to time by the Board of Directors.

The Doublegate Swim Team acts as a subcommittee of the Pool Committee. Any officer or volunteer working at the direction of such subcommittee shall be deemed working for, and at the direction of, the Corporation.

iii. Tennis Committee – this committee is responsible for, in cooperation with the Grounds Committee, review and maintenance of capital improvements and facilities regarding the Corporation’s tennis courts, court equipment, furniture and furnishings; developing and executing a program of adult, youth and teenage activities using such facilities (including without limitation member participation in USTA, ALTA and other, if applicable, tennis leagues and competitions); formulating and enforcing rules and regulations regarding use of such facilities; choice of third party vendors to supply tennis instruction to the membership, and such other matters as may be delegated to it from time to time by the Board of Directors.

iv. Communications Committee – this committee is responsible for developing and maintaining communications to all members regarding the corporation, including without limitation informing all members about special Corporation activities, and such other matters as may be delegated to it from time to time by the Board of Directors.

v. Social and Entertainment committee – this committee is responsible for developing, implementing, and maintaining a social program for all members, and such other matters as may be delegated to it from time to time by the Board of Directors.

vi. Membership Committee – this committee is responsible for seeking new members, processing applications for membership or resignation or withdrawal therefrom, establishing and implementing membership guidelines and maintaining the Corporation’s membership records.

Additional standing committees and subcommittees may be created by vote of a majority of the whole board of directors. Any officer or volunteer working at the direction of such committee or subcommittee shall be deemed working for, and at the direction of, the Corporation.

**ARTICLE VI  
CORPORATE SEAL**

**Section 6.1. Seal.** The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word “seal” enclosed in parentheses or scroll shall be deemed the seal of the Corporation.

**ARTICLE VII  
BANK ACCOUNTS AND LOANS**

**Section 7.1. Bank Accounts.** The President and Treasurer of the Corporation shall have authority to deposit any funds of the Corporation in such banks or trust companies as designated by the Board of Directors, and shall be authorized by the Board of Directors to withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money. This authority shall continue until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company, this revocation to be issued by the Board to coincide with the assumption of responsibilities by any newly elected officers filling the President and/or Treasurer positions. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or the Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

**Section 7.2. Loans.** The President and Treasurer of this Corporation shall have authority to effect loans, advances or other forms of credit for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall designate, subject to Section 3.6 of these bylaws.. This authority shall continue until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company.

**ARTICLE VII  
MISCELLANEOUS PROVISIONS**

**Section 8.1. Fiscal Year.** The fiscal year of the Corporation shall end on the last day of December of each year.

**Section 8.2. Notices.** Whenever, under the provisions of these bylaws, notice is required to be given to any member, director or officer, it shall not be construed to require personal notice, but such notices may be given in writing, by mail, by email, or by online notification on the Corporation’s

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website, addressed to each member, director or officers at such address as appears on the books of the Corporation, or in default of any other address, to such member, director or office at the general post office in the City of Duluth, Georgia, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any member, director, or officer may waive any notice required to be given under these bylaws.

**Section 8.3. Annual Membership Year.** The Annual Membership Year is May 1 to April 30. New members can join during the year as provided in Section 3.

### Section 8.4. Financial Transparency

a) Annual Financial Statements (Income Statement and Balance Sheet) shall be posted quarterly on the secure section of the DGST Club website and updated quarterly by the Treasurer.

## ARTICLE IX INDEMNIFICATION

a) Each person who is or was a director or officer of the Corporation (or any committee or subcommittee of the Corporation), and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee or another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Non-profit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation (or any committee or subcommittee of the Corporation).

Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right or indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.

b) The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Corporation shall provide notice of such payment to the members in accordance with Section 8.2 of these bylaws.

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### **ARTICLE X AMENDMENTS**

Except for the provisions of Section 3.6 of these bylaws which may only be amended by affirmative vote of not less than 67% of the Corporation's members, the Board of Directors shall have the power and authority to amend, alter or repeal these bylaws or any provision thereof, and may from time to time adopt additional bylaws.