

Normandy Swim and Tennis Club, Inc By-Laws

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1 Article I - Overview

1.1 Name and Mailing Address

The name of the organization shall be Normandy Swim and Tennis Club, Inc.

The mailing address of the club for official business is: PO Box 41, Loveland, OH 45140.

1.2 Physical Address (for location purposes only)

9585 Union Cemetery Road Loveland, OH 45140. The emergency response (911) address is 9585 Union Cemetery Road, Loveland, OH 45140 (currently between Loveland Commerce Park and Thistlehill on the south side of the street).

1.3 Corporate Seal

The corporate seal shall have inscribed upon it the name of the Corporation, the year of its incorporation, and the word "Incorporated Ohio."

1.4 Calendar Year

The fiscal year of Normandy Swim and Tennis Club shall commence on the 1st day of November and end on the 31st day of October.

2 Article II Purpose and Operation

2.1 Purpose

Normandy Swim and Tennis Club, Inc. (Hereinafter "Normandy") is a self-managed club dedicated to providing a clean and safe recreation swim facility to promote the health and general welfare of all members. We foster a fun and positive atmosphere for our families and provide

opportunity for social activities and interaction for members of all ages. We encourage all members to develop and improve their swim capabilities through voluntary participation in swim team and other recreational activities.

2.2 Non-Profit Operation

Normandy shall, at all times, be operated on a non-profit basis (filed under IRS Code 501(c) (7)) in furtherance of the goals and objectives of the Swim Club and its underlying programs. Members shall receive no dividends or other interests in the assets of the Club. No part of the earnings of the Club shall inure to the benefit of, or be distributable to, its members, officers, Trustees, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred.

The Board of Trustees may transfer excess funds, if any, from the Operating Fund to a specified Capital fund for future capital improvements. Excess monies in the Operating Fund are to be computed each October 31, using financial statements of the Corporation prepared in accordance with generally accepted accounting principles.

No substantial part of the activities of the Club shall be carrying on propaganda or otherwise attempting to influence legislation and the Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these By-Laws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under the Internal Revenue Code.

2.3 The Powers of the Club

2.3.1 The participation in and conduction of such meets and competitions as the Board of Trustees shall determine from time to time to be in the best interests of the Club;

2.3.2 The publication and distribution of programs, news letters, and other publications designed to promote the activities and affairs of the Club;

2.3.3 The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;

2.3.4 The contribution of money or other things of value for programs or other causes in furtherance of the affairs and interests of the Club;

2.3.5 The retaining of such persons, firms, or corporations as may be necessary in order to provide special services to the Club;

2.3.6 The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the Club;

2.3.7 The operation of food concessions and the sale of swimming equipment and paraphernalia to its members and other persons; and

2.3.8 The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its affairs.

2.4 Termination and Dissolution

The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all Active Certificate Holders entitled to vote. In the event of such termination or dissolution, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Club, make a determination for the further disposition of any additional assets or net worth of

the Club. It is further provided that any remaining net assets of this Corporation shall be distributed to all certificate holders less all non-refundable initial fees and prior assessment that may be owed by any Certificate Holder. Nothing contained herein shall supercede any method specified in Section 501(c)(7) of the Internal Revenue Code, or as it may be hereafter amended.

2.5 Amendment of By-Laws

The power to make, alter, amend, or repeal these By-Laws is vested in the General Membership and to be conducted through a Special Meeting, which is set forth in section 7.3. The affirmative vote of a majority of the Certificate Holders at this Special Meeting shall be necessary to effect any alteration, amendment, or repeal of this Code of By-Laws.

2.6 Method of Proposing By-Law Changes

By-Law revisions must be proposed by either of two methods:

2.6.1 Majority vote of the Board of Trustees

2.6.2 By petition from the General Membership, petition must be signed by 10% of the Active Certificate Holders.

3 Article III Board of Trustees

3.1 Club Oversight by Board of Trustees

A Board of Trustees, up to nine (9) in number, but not less than five (5) shall manage Normandy. Each Trustee position is allocated one Board of Trustee vote and must be an Active Certificate Holder.

3.2 Election of the Board of Trustees

Trustees shall be elected at the January Board Meeting. The term of office for Trustees will be two years. Terms of Trustees are staggered so that approximately one-half of the Trustees will be elected each year. Each Trustee is elected by a majority vote of attending Active Certificate Holders (See section 5.3).

No Trustee may serve more than 2 successive terms unless there are no candidates willing to assume positions. Any Active Certificate Holder in good standing may be elected to serve on the Board of Trustees.

3.3 Composition of the Board of Trustees

The Board of Trustees positions shall include: President, Vice President, a Treasurer, and up to any other 6 positions the Board of Trustees so desires. The additional six (6) Trustee positions will be defined in the Rules & Regulations and updated annually by the Board at the annual membership meeting.

3.4 Filling of Vacancies

In the case of any vacancy in the Board of Trustees through death, resignation, disqualification, removal or other cause, the remaining Trustees, by affirmative vote of the majority, may elect a successor to hold office until the next January meeting. At that time, the position will be open for election by a majority of attending Active Certificate Holder.

Any member of the Board of Trustees may be removed from office by a majority vote of the

Active Certificate Holders present in person or represented by proxy at either a General Membership Meeting or a Special meeting called for that purpose in accordance with these By-Laws.

3.5 Compensation of Trustees

Trustees shall not receive any stated salary or compensation for their services as such; however, each Trustee shall be entitled to receive reimbursement of any out-of-pocket expenses incurred in so long as the incurred expenses were agreed upon by an affirmative vote of the Board of Trustees, including current budgetary items. However non-budgetary expenses must receive approval by two of three said Trustees, President, Vice President or Treasurer. An expense reimbursement form, including receipt(s), shall be submitted to the Treasurer within 30 days of expenditure.

No member of the Board of Trustees shall render service to, represent or undertake to act for any other organization, whether for compensation or not, where such relationship with the other organization conflicts with the interest of the Club.

3.6 The Power of the Board of Trustees

The Board of Trustees shall have the power, consistent with these By-Laws and the Certificate of Incorporation, to manage the property and business of the Corporation and to perform all such lawful acts as are not by statute, code, state, federal regulation or by the Certificate of Incorporation or by these By-Laws, directed or required to be exercised or done by the Certificate Holders.

The Board of Trustees shall have power:

3.6.1 To make, amend and provide for the enforcement of rules and regulations of the use of the Club property.

3.6.2 To fix, impose and remit penalties for violations of these By-Laws and rules of the Club.

3.6.3 To appoint independent contractors, agents, clerks, assistants, factors, employees and trustees, and to dismiss them at its discretion, to fix their duties and compensations and to change them from time to time and to require security, as it may deem proper and necessary.

3.6.4 To confer on any officer of the Corporation the power of selecting, discharging or suspending such employees.

3.6.5 By majority vote of the remaining members of the Board, fill any vacancy in the membership of the Board of Trustees until the next annual meeting of the membership.

3.6.6 To purchase or otherwise acquire property, rights or privileges for the Corporation, which the Corporation has power to take, at such prices and on such terms as the Board of Trustees may deem proper.

3.6.7 To pay for such property, rights or privileges in whole or in part with money, stock, Certificates, debentures, or other securities of the Corporation, or by delivery of other property of the Corporation.

3.6.8 To create, make and issue Membership Certificates.

3.6.9 To designate the bank or banks in which the funds of the Club shall be deposited and shall determine by whom and in what manner the Corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents may be signed. To designate or negotiate loans or lines of credit in order to protect the financial integrity of Normandy. All checks, drafts or orders for the payment of money are normally signed by the Treasurer; however, the Board of Trustees may from time to time designate another officer or officers who will have this authority.

3.6.10 If time or resources permit the Board of Trustees may cause the books of the Club to

be audited annually by internal auditors (Active Certificate-holding members with knowledge of acceptable accounting practices) selected by a majority vote of the Trustees, who shall not be Trustees of the Club. The audit, as determined annually by the Board, will be made on a fiscal year basis and will be made available to the General Membership at the Annual Meeting. The Board of Trustees may also cause the books of the Club to be audited once every two(2) years by external auditors, to coincide with the term and transition from one treasurer to the next.

3.6.11 To appoint committees and define the powers and duties of the same.

3.6.12 To propose By-Laws changes to the General Membership.

3.6.13 To approve or disseminate any and all advertising & maketing material to be placed on Normandy property.

3.7 Board of Trustee Meetings

Board of Trustee Meetings shall be established at regular intervals for the purposes of financial reporting and other club business.

Any member of the Board of Trustees who shall, without good cause, be absent from three consecutive meetings of the Board shall cease to be a member of the Board of Trustees.

All meetings of the Board of Trustees shall be open to the general membership of the Club. From time-to-time as the occasion may arise, it may be appropriate for the Board to go into Executive Session to discuss matters of a confidential nature. At such time, any general Club member will be excused from the meeting. Voting on all matters, including any such stated confidential matters, shall be done only during the open portion of any meeting.

3.8 Quorum

Five members of the Board of Trustees or a majority of the board shall constitute a quorum for all regular and special meetings of the Board of Trustees.

3.9 Notice of Meetings

The President or other trustee as appointed, shall distribute notification of all Board Meetings to the Trustees through electronic or telephonic means at least 48 hours in advance. Board meetings are open to all members of the club; however, a protocol may be established by the Board of Trustees to allow input or questions from the General Membership at a defined time during the meeting. Committee meetings may be held at the discretion of the committee Chairperson.

3.10 Committees

The Board of Trustees may designate one or more committees, each committee to consist of one or more of the Trustees, which, shall have and may exercise the powers of the Board of Trustees. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Trustees.

4 Article IV Officers

4.1 Officers

The Officers of Normandy shall be Trustees. The officers of the Corporation shall be a President, Vice President, a Treasurer, and any other six (6) positions the board of trustees so desires.

All Officers of the Corporation shall prepare to report the status of their respective area of

responsibility at each Board Meeting and the Annual General Membership Meeting.

4.2 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. He shall preside at all meetings of the members.

The President may sign and execute all Board authorized Certificates, contracts or other obligations in the name of the Corporation. He 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 an ex-officio member of all standing committees. He shall do and perform such other duties as may from time to time, be assigned to him by the Board of Trustees.

4.3 Vice President

The Vice President (unless otherwise provided by resolution of the Board of Trustees) may sign and execute all Board authorized Certificates, contracts, or other obligations in the name of the Corporation. The Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Trustees or by the President. He shall be an ex-officio member of all committees. In case of the absence or disability of the President, the Vice President shall perform the duties of that office, and 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 shall be responsible for maintaining good public relations with local communities, organizations, and businesses and shall act as the liaison between Normandy and said bodies.

4.4 Treasurer

The Treasurer shall have custody of all the funds and securities of the Corporation, and shall keep full and accurate account of the 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 a timely fashion not to exceed two (2) weeks in such depository or depositories as the Board of Trustees may designate.

The Treasurer shall disburse the funds of the Corporation, as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements. He shall render to the President an account of all his transactions as Treasurer and the financial condition of the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Trustees and the President.

5 Article V - Membership

5.1 Membership

There shall not be more than three hundred forty-five (345) paying Active Certificate Holders. Seasonal Memberships issuances shall be regulated at the boards discretion. A Certificate Holder is person/persons owning a certificate. A certificate of membership made out to a husband and wife shall be held by them as tenants by the entirety.

5.2 Holder of Certificate

A holder of a certificate of membership shall be a life member. In the event the holder or holders of a certificate of membership desires to sell said membership, changing the Certificate Holder status to Inactive, he/she/or they must transfer the certificate of membership to Normandy in trust under the following terms and provisions.

5.2.1 Selling a Certificate

The Corporation shall hold said certificate, in trust, subject to any transfer fees and prior assessments until the membership of the Club has reached a total of three hundred forty-five (345) memberships. The certificate will be sold by the Corporation in the order received at the then prevailing price for new Club memberships. Upon the sale of said certificate, the Corporation shall remit to the owner the proceeds of such sale less nonrefundable initiation fee and prior assessments. All sales and transfers of membership certificate shall only be made with the approval of the board of Trustees. Should a certificate holder, who turned in their bond that does not result in the sale of the bond to a new member, request to reactivate their membership, the board will decide if an administrative fee and at what amount should be charged to reactivate the membership.

5.2.2 Transfer of a Certificate

In the event the holder of a certificate of membership dies and he/she is the sole owner of a certificate of membership, his or her executor or administrator must comply with the provisions of Section 5.2 set forth above. In the event a certificate of membership is held by a husband and wife and one or the other dies, the Corporation will transfer such certificate to the survivor without payment or transfer fee. No transfer of a certificate shall be made to an heir or to any other person other than a husband or wife without the approval of the Board of Trustees or payment of a transfer fee.

5.2.3 Dependants of a Certificate Holder

Members of the Corporation may use the swimming pool and other facilities upon payment of annual dues, fees, and assessments as hereinafter provided. Dependents of members who are permanent occupants of a member's home may use the swimming pool and facilities without payment of dues. A dependent is defined as one who is entitled to an exclusion under the United States Federal Income Tax Laws. Use of the facilities by members, non-members, guests and others shall be determined by action of the Board of Trustees. In the event of the divorce of a husband and wife who hold a certificate of membership, their certificate shall be then and there rendered null and void, provided, however, if one spouse releases his or her interest therein to the other, in writing and properly notarized, then in such event, the Corporation upon receipt of notice of the divorce and of the said writing, shall forthwith issue a substitute certificate to the spouse in whose favor such release has been thus made and this shall be done without any cost.

5.2.4 Suspension of a Certificate Holder

Any Member may, for cause and after having been given an opportunity for a hearing before the board, be suspended for a period not exceeding two (2) months by a two-thirds (2/3) vote of the members of the Board of Trustees present at any hearing thereof, or expelled by an affirmative vote of eight (8) Trustees; cause for suspension or expulsion shall, in general, consist of violation of this Code of Regulations or of the Daily Rules and Regulations of the Corporation, or of unbecoming conduct.

The Board of Trustees may delegate to one or more designated Corporation Members of Committees, or to a responsible employee of the Corporation, the power to suspend activity privileges for the violation of the daily Rules and Regulations of the Corporation or of this Code of Regulations, provided such suspension does not exceed seven (7) days; a written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours of the time of the suspension.

5.2.5 Expulsion of a Certificate Holder

Should a Certificate Holder not pay current year dues by due date, make payment arrangements or communicate with membership about their intentions regarding their certificate, a minimum of three attempts will be made to contact Certificate Holder advising them of possible expulsion due to no response. The fourth communication will be a letter sent certified mail indicating they Certificate Holder has been expelled from Normandy.

Upon expulsion of a holder of a certificate of membership as herein provided, the holder shall be required to transfer his/her certificate to the Corporation in accordance with Section 5.2 set forth above, and any dues or assessments that are overdue will also be withheld from the sale of the certificate. All rights and privileges of Certificate Holder will be null and void.

5.3 Membership Status

Membership status is classified by three areas; Active Certificate Holder, Inactive Certificate Holder and Seasonal Member

5.3.1 Active Certificate Holder

An Active Member of the Club is defined as having paid all current active dues or other outstanding charges

5.3.2 Inactive Certificate Holder

An Inactive Member of the Club is defined as having NOT paid current active dues or other charges or at which time a member surrenders their certificate to the membership trustees.

5.3.3 Seasonal Member

A Seasonal Member may join the Normandy Swim and Tennis Club, Inc. for a one year period as a seasonal member at the current rate of membership plus \$100.00. This member would be entitled to all privileges as certificate members. Seasonal Members shall have no voting rights or privileges otherwise granted specifically to certificate members and cannot be assessed. If after three consecutive years of being a seasonal member, the \$300 accumulated will be transferred into the payment of a certificate of membership and the Seasonal member will then become an Active Certificate Holder member with all the defined privileges.

5.3.4 General Membership

General Membership refers to all above stated in, 5.3.1, 5.3.2 and 5.3.3.

All Active Certificate Holders and current year Seasonal members shall be accorded the facilities of the Club subject to the rules and regulations, which shall be issued and posted at the Club facility.

5.4 Willingness to Serve

Membership in the club implies a willingness to serve the club in a variety of capacities, including but not limited to serving on the Board of Trustees, Club Committees and volunteering their time for Annual Spring Clean-up, grounds maintenance, pool closing and other swim team and social events, as needed.

5.5 Membership Validation

Membership validation upon entry into Normandy facility is mandatory for all members and guests. Evidence of Active Membership status may be requested. An up-to-date record shall be kept of the membership, which shall be placed at a designated place in the club facilities to assist pool personnel in managing access to authorized members.

6 Article VI Budget, Dues, Fees, Assessments & Guest Fees

6.1 Budget and Dues

The Board of Trustees shall propose a budget, which shall be voted on by the Board, at the October meeting. At the October meeting, dues for the coming year shall be established. Dues shall be sufficient to provide for the necessary operating expenses and maintenance of the club, and improvement of its property. An affirmative vote of a majority of those Trustees present or by proxy, shall be necessary for the passage of the budget.

6.2 Payments for Dues and Fees

All dues are due April 1st of each year. Payment methods will be established in the Rules and Regulations as designated by the Board. A late fee of \$50.00 will be charged to any Active Certificate Holder whose dues payment is postmarked after April 1st. The use of all Club facilities shall be denied to any Active Certificate Holder occupants of the Certificate holder's household until all dues and fees are paid. The Board of Trustees maintain discretion whether installment payments are an option nevertheless the season's dues must be completely paid by opening day.

6.3 Prorated Fees

New Certificate Holders or Seasonal Members who may join the club after the start of the season, may have their annual dues prorated at the discretion of the Board of Trustees provided there is no financial loss to the club.

6.4 Special Assessments

From time to time the Board may invoke special assessments to meet or address any financial burdens or capital improvements. The Board of Trustees may levy a Special Assessment in addition to annual dues, not to exceed seventy five dollars (\$75.00) per Certificate Holder each year. Any Special Assessment above Seventy Five (\$75.00), must be authorized by a two-thirds (2/3) vote of all Certificate Holders present or represented by proxy at a Special Meeting (see section 7.3).

The collectability of any Special Assessment will be calculated on or based on the current count of Active Certificate Holders at the time of the Special Assessment vote. Inactive Certificate Holders will be assessed consistent with Article 5.3.2.

6.5 Failure to Pay

Failure to pay fees and assessments within fifteen (15) days following the mailing of delinquent statement shall be cause for expulsion.

6.6 Refund of Dues

Once paid, annual dues, fees or assessments nor any part thereof shall be refunded. However, in the event of illness or other hardship, the Board may vote on a case-by-case basis to refund dues.

7 Article VII Membership Meetings

7.1 Meetings of the Membership

The Club shall conduct meetings during the fiscal year for the purposes of conducting Club business and financial affairs of the Club.

7.2 Annual Membership Meeting

The General Membership of the Club shall meet annually. The meeting notice shall be posted to the membership at least 14 days in advance of the meeting. The notice shall provide to the General Membership the appropriate date, time, and place for the annual meeting. The Annual Membership meeting shall be posted on the Club social board and web site.

The annual General Membership meeting shall be held between 15 August and 15 September each year. The Board of Trustees shall provide to the membership at this meeting (1) Financial budget statements (including a statement of operations and statement of condition of the facilities) for the current, (2) and an updated Business Plan showing a projection of required facilities rehabilitation and/or improvements and a financial plan to pay for such actions. There shall be no minimum requirements for a quorum at the annual membership meeting. Each Active Certificate holding family shall be entitled to one vote in person or by a signed proxy, if applicable.

7.3 Special Meetings

Special meetings of the Club may be called by the Board of Trustees, the President, or by written petition to the President by not less than 10% of the Active Certificate Holders. The President shall give no less than 10 days notice of such meetings to the membership. The notice shall state the purpose

for which the special meeting is called, and no other business shall be transacted during the meeting.

8 Article VIII - Miscellaneous

8.1 Miscellaneous

8.1.1 Auditing

An internal audit by Normandy's CPA of the financial status of Normandy is to be conducted annually and reported on at the annual membership meeting. It is recommended that an external audit be conducted every 2 years to coincide with the term and transition from one treasurer to the next.

8.1.2 Records

The Club shall keep correct and complete books and records in accordance with applicable laws of the State of Ohio, such books and records to be kept at the principal office of the Club or at such other location as the Board of Trustees may direct. Corporate books and records shall be open to inspection by any active member or active member's attorney only during normal business hours of usual business days, and at such times as may be fixed by the President, and such inspections shall take place at the customary place of keeping of said books and records.

8.1.3 General Interpretation

Throughout this document, when the masculine, feminine or neuter general is used inappropriately, it shall mean the appropriate gender, and unless the content requires otherwise, the singular number shall include the plural, and vice-versa.

8.1.4 Correspondence

All correspondence with Normandy shall use the postal mark as the official date (i.e. dues payment, Certificate redemption notifications)

8.1.5 Indemnification of Trustees, Officers, Employees and Agents

Each person who acts as a Trustee, officer, employee or agent of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by the person in connection with

the defense of any action, suit or proceeding in which the Trustee, officer, employee or agent is made a party by reason of being or having been a Trustee, officer, employee or agent of the Club, except in relation to matters as to which the person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct.

The right of indemnification provided herein shall inure to each Trustee, officer, employee or agent referred to above, whether or not the person is such Trustee, officer, employee or agent at the time such costs or expenses are imposed or incurred, and in the event of the person's death shall extend to the person's legal representatives.

8.1.6 Interpretation

Any question as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Trustees. Any circumstance not specifically covered in the By-Laws shall be considered on individual merit by the Board.