

UNIVERSITY AND WHIST CLUB OF WILMINGTON
BYLAWS

Article I – NAME

Section 1. The name of this Corporation is the University and Whist Club of Wilmington.

Article II – ORGANIZATION

Section 1. The Officers of the Corporation shall be the President, First Vice President/President Elect, Second Vice President, Secretary, and Treasurer.

Section 2. The Directors of the Corporation shall be the elected officers, including the Treasurer, the immediate Past-President, and up to twelve Governors, which shall constitute the Board of Governors.

Section 3. The President, First Vice President/President Elect, Second Vice President, Secretary and Governors shall be elected to hold offices as provided hereinafter.

Section 4. Treasurer shall be elected by the Board of Governors at its first meeting following the Annual Meeting of the Membership and shall hold office for the term of one year thereafter, or until such person's successor is elected.

(a) The Treasurer shall serve as a Director of the Corporation and as a member of the Board of Governors with vote.

Article III – OFFICERS

Section 1. The President shall preside at the Meetings of the Membership and of the Board of Governors. Such person shall, with the Secretary, sign all written contracts of the Club and shall perform such other duties as the Board of Governors may assign the President. The President shall be an ex officio member with vote of all committees except the Audit Committee.

In the absence of the President, that person's duties shall be performed by a Vice President in the following order of seniority: First Vice President/President Elect, Second Vice President.

Section 2. The Secretary shall give due notice of all Meetings of the Membership and of the Board of Governors, conduct the correspondence, and keep the records of the Club. The Secretary shall, with the President, sign all written contracts of the Club and shall be the keeper of the Seal of the Club. The Secretary shall notify persons elected to membership of the election and shall inform the Treasurer of the names of all such persons immediately upon their election.

Section 3. The Treasurer shall be responsible for collecting all monies, entrance fees, dues, room rents and any other debt due the Club and shall keep the same in one or more bank accounts in the name of the Club. The Treasurer shall be responsible for keeping the accounts of the Club and shall report thereon at each regular meeting of the Board of Governors. The Treasurer shall be responsible for the paying of all bills owed by the Club. The Club's accounts shall be audited annually by a Certified Public Accountant approved by the Board of Governors. The Treasurer shall be an ex-officio member of the Executive, House, and Finance Committees with vote.

Article IV – BOARD OF GOVERNORS

Section 1. The Board of Governors shall have general charge of the affairs, funds and property of the Club. It shall have full administrative power and it shall be its duty to carry out the purposes of the Club according to its Charter and Bylaws. The vote, unless otherwise specifically provided in these Bylaws, of a majority of the Governors present at a meeting of the Board of Governors shall be the act of the Board of Governors.

Section 2. The Board of Governors shall meet approximately monthly on a schedule of its determination, but shall meet at least six (6) times in a calendar year. Special meetings may be called by the President or upon written request to the President by any four (4) members of the Board of Governors.

Section 3. A majority of the Board of Governors shall constitute a quorum of the Board of Governors.

Section 4. The Board of Governors shall prescribe rules for the admission of visitors to the privileges of the Club.

Section 5. The Board of Governors shall have power to remove any member of the Board, including Officers, for unexcused absence at three meetings, regular or special, in a twelve-month period.

Section 6. The Board of Governors shall have the power to fill any vacancy in its membership, including officers, resulting from resignation, removal, disability or death. The member or officer appointed to fill such vacancy shall serve for the remainder of the term for which the person's predecessor was elected.

Section 7. The Board of Governors shall have the power to open and close bank accounts and to designate check signers. Two signers shall be required on each check, one (1) of whom shall be the President, Treasurer or Club Manager.

Article V – CLUB MANAGER

- Section 1. The Board of Governors may delegate the day-to-day operations of the Club to a Club Manager. The Club Manager shall carry out the policies and directives of the Board of Governors. The Club Manager shall have the responsibility of hiring and discharging all Club employees. He shall be responsible for the fiscal operation of the Club and shall be responsible for authorizing expenditures for food, beverages, utilities and employee remuneration.
- Section 2. The Club Manager shall attend all regular and special meetings of the Board of Governors, House Committee, other standing committees and such ad hoc committees as are appointed under these Bylaws. The Club Manager may be excluded from executive sessions of the Board.
- Section 3. The Club Manager shall report directly to the President except when at a Board of Governors meeting.
- Section 4. The Club Manager shall be hired or discharged by the Board of Governors.
- Section 5. The official relationship between the Members (including the members of the Board of Governors) and the staff shall be through the Club Manager.

Article VI – COMMITTEES

- Section 1. (a) There shall be the following standing committees of the Club:
- Executive Committee
 - House Committee
 - Finance Committee
 - Membership Committee
 - Audit Committee
 - Entertainment Committee
 - Human Resources Committee
 - Reciprocal Relations Committee
 - Wine Committee
- (b) In addition, the President may appoint other committees as he deems advisable for the efficient operation of the Club and, with the approval of the Board of Governors, designate the Chairperson of the committee.
- (c) The President shall annually appoint, subject to the approval of the Board of Governors, the chairpersons of all standing committees and other committees.

- (d) Except as otherwise required by this Article, each committee chairperson shall appoint the other members of the committee subject to the approval of the President. All members of committees shall serve at the pleasure of the President. A vacancy occurring through resignation, removal, disability or death of any committee member shall be filled by appointment as provided in this Section.
- (e) Except as otherwise authorized by this Article, the role of each committee shall be advisory to the Board of Governors and it shall, from time to time, make recommendations to the Board of Governors and to the Club Manager as it shall deem appropriate for the efficient and effective operation of the Club.

Section 2. The Executive Committee shall consist of the elected officers including the Immediate Past President and shall be chaired by the President. Subject to approval of the Board of Governors, the President may appoint two (2) Governors to the Executive Committee to serve at-large with vote. The Executive Committee shall meet at the call of its Chairperson between the regular meetings of the Board of Governors, for the purpose of conducting the business of the Board between said meetings.

Section 3. The House Committee shall be chaired by a Vice President and shall include the Treasurer. It shall meet approximately monthly and may hold special meetings called by the Chairperson. It shall have charge of the Clubhouse and Grounds, and shall, with the approval of the Board, prescribe House Rules. It shall determine policy for Club operations and shall advise the Club Manager in the hiring and discharge of Club employees. It shall receive the Club Manager's report at its regular meetings and convey the same to regular meetings of the Board of Governors. The House Committee may make recommendations for long-term maintenance and capital expenditures. Within the limits authorized by the Board of Governors, the House Committee may make expenditures for furniture, fixtures, equipment and supplies for the maintenance and improvement of the Clubhouse and Grounds and may delegate some or all of this authority to the Club Manager in addition to the Club Manager's authorization in Article V, Section 1.

Section 4. The Finance Committee shall be concerned with financial planning of the Club. After consulting with the President, other committee chairpersons, the Club Manager and appropriate staff, the Committee shall propose a budget for the following year to the November meeting of the Board of Governors for the Board's consideration. It shall make recommendations to the Board of Governors for the financing of future projects, for debt reduction or restructuring, and for such other financial policies as are considered in the best interest of the Club.

- Section 5. The Membership Committee shall receive all proposals for membership, be concerned with promoting and enhancing the Members' interest in the Club, and arrange and carry out such functions and events as shall be in the interest of attracting and retaining Members. The Committee shall report at regular meetings of the Board of Governors on the number of Members by category, the admission of new Members, and the resignation and termination of Members.
- Section 6. The Audit Committee shall be composed of three (3) members who are not members of the Executive Committee or Finance Committee.
- (a) The Committee shall recommend, at the November meeting of the Board, the appointment by the Board of a firm of Certified Public Accountants to perform a certified audit of the current fiscal year. This appointment is exclusively reserved to the Board.
 - (b) The Committee shall receive the audit, study and discuss its contents, meet with the auditors regarding the audit, meet with the Club Manager and business staff regarding the audit, and report its findings and recommendations to the March meeting of the Board.
 - (c) A copy of the audit and any accompanying auditor's documents shall be sent to each Governor at least ten (10) days before the May meeting of the Board.
- Section 7. The Entertainment Committee shall be responsible for arranging the major entertainment events of the Club. Within limits established by the Board of Governors, this Committee shall hire bands, entertainers, services, and agents for various functions for the entertainment of the members. The Chairperson of the Entertainment Committee shall be a member of the House Committee.
- Section 8. The Human Resources Committee shall be responsible for establishing personnel policies relating to salaries, benefits, employment terms, conditions, and regulations for all employees of the Club. The Committee shall consult with the Club Manager on all personnel matters before making recommendations to the Board. The Committee shall consult with the Executive Committee with respect to the compensation and other emoluments for the Club Manager.
- Section 9. The Reciprocal Relations Committee shall be responsible for initiation and maintaining reciprocal agreements with other clubs, and its Chairperson shall execute reciprocal agreements with such clubs approved by the Board.
- Section 10. The Wine Committee shall be responsible for advising the Club Manager on the selection, pricing, and inventory volume of wine.
- Section 11. A majority of its members eligible to vote shall constitute a quorum of each committee.

Article VII – MEMBERSHIP

- Section 1. Any natural person who has attained twenty-one years of age shall be eligible for membership in the Club.
- Section 2. Resident Members shall be those Members who reside or have their place of business less than forty road miles from the city limits of the City of Wilmington. Non-Resident Members shall be those Members who have neither their residence nor their place of business within forty road miles from said city limits. Non-Resident Members shall not be eligible to hold office or membership on the Club's Board of Governors.
- Section 3. A limitation on the total number of members of the Club shall be determined from time to time by the Board of Governors. No member in good standing shall have membership revoked or terminated due to a reduction in the limitation on the total number of members.
- Section 4. Life Members shall be such Members as have complied with the provisions of Article IX, Section 4 of these Bylaws. Life Members shall be included in the limitations established in Section 4 of this Article..
- Section 5. A Resident Member who removes such person's residence and/or place of business so that both are at a distance of a least forty road miles from the city limits of the City of Wilmington, on written notice to the Treasurer of such removal, may become a Non-Resident Member.
- Section 6. A Non-Resident Member who changes such person's residence or place or business to less than forty road miles from the city limits of the City of Wilmington shall within thirty (30) days notify the Treasurer in writing of such change and become a Resident Member.
- Section 7. The Board of Governors may establish and provide for additional categories of Members, including, without limitation, business and/or corporate members, and the qualifications for the limitation upon such categories, subject to the limitation upon the total number of Members set forth in Section 4 of this Article and the provision in Article SIXTH of the Certificate of Incorporation of the Club that each member of the Club is entitled to one vote.
- Section 8. The spouse of any person who is admitted to membership in the Club shall be an Associate Member of the Club. An Associate Member shall not pay dues or other fees paid by Members. Associate Members shall have all the rights and privileges of membership and shall be eligible to use any of the programs and services of the Club, except that they shall not be eligible to hold office or to vote on matters voted on by the membership. The surviving spouse of a deceased member shall remain an Associate Member until such time as he or she may resign.

Article VIII – ADMISSIONS PROCEDURE

- Section 1. The Board of Governors shall determine the form of application for membership in those categories established by the Board of Governors pursuant to Article VII.
- Section 2. A candidate for membership shall be proposed to the Membership Committee by two (2) members of the Club. The application shall state in writing the candidate's name and address, the candidate's business or profession, college or place of instruction, year of graduation, and any other data requested by the Committee or the Board of Governors. Additional information and/or letters of recommendation may be required by the Committee. When a vacancy in the proposed class of membership exists, the Committee shall cause the applicant's name to be published in the monthly Club Newsletter and/or shall post the candidate's name in a conspicuous place in the Clubhouse for a period of at least two weeks. If no objection has been made to the election of said candidate by any member in good standing, the Committee shall consider the application and, if approved by a majority of the Committee, the applicant shall become a member of the Club. In the case of an objection to the candidate by a member in good standing, the objector must state the objector's reasons in writing to the Committee or appear in person before the Committee. The proceedings of this meeting shall remain absolutely confidential. Thereafter the Committee shall consider the application and, if approved by a majority of the Committee, the applicant shall become a member of the Club.
- Section 3. Unless otherwise authorized by a two-thirds (2/3) vote of the entire Board of Governors, when a vacancy occurs in a category, applications will be processed in chronological order of receipt of completed application materials.
- Section 4. An application for membership failing to gain approval as required in this Article shall be considered rejected and the applicant shall be ineligible to reapply for membership for a period of one (1) year from the date of rejection.

Article IX– ENTRANCE FEES, DUES, AND OTHER FEES

- Section 1. The entrance fees for all categories of Membership shall be determined, from time to time, by the Board of Governors and shall be the fee in effect on the date a person becomes a Member.
- Section 2. The annual dues for all categories of Membership shall be determined from time to time by the Board of Governors; provided, however, that unless otherwise approved at any Meeting of the Membership, Annual or Special, by a vote of two-thirds of the Members present, in person or by proxy, upon notice as provided for in Article XV, annual dues shall be determined by the Board on a calendar year basis and shall not be increased by the Board within

any calendar year, and (2) notice of any increase by the Board in annual dues for any category of Membership shall be mailed, in accordance with Article XV, to all Members of such category of Membership affected by such increase at least thirty (30) days prior to the beginning of the calendar year for which such increase takes effect.

Section 3. The Board of Governors may make an assessment upon any or all categories of Members to make available to the Club additional funds for operating or capital requirements of the Club as determined by the Board. All such additional funds assessed and collected by the Club shall be held in a separate or special account to be used solely for the purpose for which they were assessed.

The Board shall determine the amount and terms of the assessment and shall notify each Member as provided in Article XV at least thirty (30) days prior to the effective date of the assessment. Such notification shall set forth the purpose or purposes of the proceeds of the assessment and the alternative financial options considered by the Board.

Assessments shall appear on the Member's regular billing on a monthly, quarterly, semiannual or annual period following the effective date of the assessment provided, however, each Member shall have the right at any time to satisfy any unpaid assessment in a lump sum on a discounted basis on a schedule determined by the Board at the time the assessment is made.

If within thirty (30) days of the notice of an assessment, a petition signed by fifteen percent (15%) of the Members requests a Special Meeting for the purpose of revoking the assessment is received by the Club Secretary, the President shall call a Special Meeting within thirty (30) days for such purpose and the Club Secretary shall post the Notice in the Clubhouse and send a copy to each Member at least ten (10) days before such Special Meeting.

Upon receipt by the Club's Secretary of a petition calling for a Special Meeting, the effective date of the assessment shall be postponed pending the outcome of the Special Meeting.

If a majority of those Members voting in person or by proxy are against the assessment, it shall be retroactively repealed.

Section 4. Payment to the Treasurer prior to February 20, 1985 by any individual Member of an amount equal to ten (10) times the then current annual dues which is applicable for a Resident Member thirty years of age or over shall constitute him or her a Life Member and shall exempt the Member from further payment of dues.

- Section 5. Additional fees for any or all categories of Membership may be determined, from time to time, by the Board of Governors; provided, however, that notice of such fees shall be made to the membership as provided for in Article XV at least thirty (30) days prior to the implementation of such fees.

Article X – RESIGNATIONS & REINSTATEMENTS

- Section 1. All resignations must be presented in writing to the Secretary of the Club. No Member in arrears to the Club shall be permitted to resign in good standing.
- Section 2. Any Member who resigns in good standing shall be eligible to reinstate his or her membership not more than five years since the effective date of resignation by presenting the request in writing to the Secretary of the Club and paying 50% of the then current entrance fee or such other fee as is determined by the Board of Governors. The former Member shall be reinstated when the next vacancy in his or her category occurs.

ARTICLE XI – SUSPENSIONS AND EXPULSION

- Section 1. Any Member may be suspended or expelled by the Board of Governors at a regular or special meeting for the willful infraction of any Bylaw or House Rule, or for acts or conduct which may be deemed disorderly or injurious to the interests or hostile to the objects of the Club, by a vote of three-fourths (3/4) of the Members of the Board of Governors present at said meeting; provided that the accused Member shall be given at least three weeks notice by Certified mail, return receipt requested, to the Member's last known address, together with a copy of the charges preferred against him, and shall be afforded an opportunity for a hearing before the Board of Governors or to reply in writing.
- Section 2. When the account of payments due of any Member shall remain unpaid for a period of sixty (60) days after a statement of said account has been rendered, the Treasurer shall notify the Member by Certified Mail, return receipt requested, to the Member's last known address, that his name and the unpaid total will be posted in a conspicuous place in the Clubhouse unless said account is paid within fifteen (15) days. Following the date of posting, the Board of Governors or the Executive Committee, at a regular or special meeting, by a majority vote of those present at said meeting, may terminate the delinquent's membership in the Club, and may authorize such legal proceeding as may be necessary to collect the amount in default.

Article XII – MEETINGS OF THE MEMBERSHIP

- Section 1. There shall be an Annual Meeting of the Membership of the Club on a date in the month of February of each year determined by the Board of Governors at a time between the hours of five and nine o'clock in the evening.

- Section 2. The order of business at the Annual Meeting shall be:
1. Reading of the minutes of the last Annual Meeting and of Special Meetings held subsequent thereto
 2. Report of the President
 3. Report of the Treasurer
 4. Reports of the Committees
 5. Unfinished and referred business
 6. Elections
 7. New Business
 8. Adjournment

This order of business may be changed at any meeting by a two-thirds vote of the Members present.

- Section 3. Seventy-five Members present in person or by proxy shall constitute a quorum at any Meeting of the Membership. No visitor shall be admitted to any Meeting of the Membership, except that the General Manager may attend by invitation from the Board of Governors.

- Section 4. Each Member of the Club shall be entitled to one vote at Annual and Special Meetings either in person or by proxy.

- Section 5. Upon the written request of twenty-five (25) Members, or at the request of a majority of the Board of Governors, the President shall call a Special Meeting of the Membership. This request, as also the notice of any Special Meeting shall state the object for which the meeting is called, and at a Special Meeting no subject not so stated shall be considered. Notices of any Meeting, whether Annual or Special shall be printed and sent to each Member and shall be posted in the Clubhouse, both at least ten days before such Meeting.

Article XIII – ELECTIONS

- Section 1. At the Annual Meeting in odd numbered years, a First Vice President/President Elect, Second Vice President, and Secretary shall be elected by ballot to serve for two years. At each Annual Meeting, of the possible twelve (12) Governor positions, up to six (6) Governors shall be elected by ballot to serve for two years. In the event that the Annual Meeting and/or election of Officers and members of the Board of Governors provided for in this Section is not held or does not take place, then a special meeting shall be called for that purpose by the President as soon thereafter as practicable, notice thereof to be given in accordance with the provisions of the Bylaws. Until successors are duly elected, incumbent Officers and Governors shall continue in office.

- Section 2. The Secretary shall post in a conspicuous place in the Clubhouse from November 15 to November 30 of each year a list of positions that will be elected at the next Annual Meeting.
- Section 3. There shall be appointed in November of each year a Nominating Committee comprised of five Members. The Immediate Past President shall be the chair of the Committee. If the Immediate Past President is unable or unwilling to serve as chair, the President shall appoint a Member to chair the Committee. In addition, the President shall nominate, subject to approval of the Board of Governors, four (4) members of the Committee.
- Section 4. The Nominating Committee shall meet during the period from December 1 to December 15 and prepare a slate of nominees for all positions identified to be elected under Section 1 of this Article. The nominations shall then be reported by the Committee Chair to the President and the Secretary not later than the 16th day of December.
- Section 5. Additional nominations may be made in writing, signed by at least five (5) Members of the Club in good standing, addressed to the Secretary not later than the 16th day of December.
- Section 6. The Secretary shall, during the period of December 20 to December 31, inclusive, of each year, post the nominations in a conspicuous place in the Clubhouse. The Secretary shall mail the list of nominees, a proxy form, and a notice of the Annual Meeting to each Member of the Club at least ten (10) days before the Annual Meeting date.
- Section 7. At the Annual Meeting, a majority of the votes cast in person or by proxy shall elect each officer or Governor position.
- Section 8. At the adjournment of Annual Meetings in odd numbered years, the First Vice President elected at the previous Annual Meeting in an odd numbered year shall assume the office of President.

Article XIV – NOTICE TO MEMBERS

- Section 1. Any Member may provide to the Club a mailing address to which all notices to the Member shall be directed by providing notice of such address in writing to the Club Secretary. In default of such entry, such notices shall be served by sending them to the Member's last known address.

Article XV – INDEMNIFICATION

- Section 1. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative

(other than an action by or in the right of this corporation), by reason of the fact that the person is or was a Governor, officer or the Club Manager of this corporation, or is or was serving at the request of this corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such act, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of this corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that he is or was a Governor, officer or the Club Manager of this corporation, or is or was serving at the request of this corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

Section 3. Expenses incurred by any such Governor, officer, or Club Manager in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in Section 145 of the Delaware General Corporation Law. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Governors deems appropriate.

- Section 4. In addition to the right of indemnification provided for in this Article XVI, this corporation shall, to the fullest and broadest extent permitted by applicable law, including, without limitation, Section 145 of the Delaware General Corporation Law as it may be amended from time to time, indemnify all such Governors, officers or the Club Manager whom it may indemnify pursuant thereto.
- Section 5. The right of indemnification provided by this Article XVI shall apply as to action in another capacity while holding such office or position and shall continue as to a person who has ceased to be a Governor, officer, or Club Manager and shall inure to the benefit of the heirs, executors and administrators of such a person.
- Section 6. The right of indemnification provided by this Article XVI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or disinterested members of the Board of Governors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Governor, officer or Club Manager and shall inure to the benefit of the heirs, executors and administrators of such a person.
- Section 7. The right of indemnification provided by this Article XVI shall be deemed to be a contract between this corporation and each Governor, officer or Club Manager of this corporation who serves in such capacity, both as to action in such person's official capacity and as to action in another capacity while holding such office, at any time while this Article XVI and the relevant provisions of the General Corporation Law of the State of Delaware and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.
- Section 8. Notwithstanding any provision of this Article XVI to the contrary, this corporation may but shall not be obligated to, purchase and maintain insurance on behalf of any person who is or was a Governor, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not this corporation would have the power to indemnify such person against such liability.

Section 9. For purposes of this Article XVI references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a Governor, officer or Club Manager of the corporation which imposes duties on, or involves services by, such Governor, officer or Club Manager with respect to an employee benefit plan, its participants or beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article XVI.

Article XVI – SEAL

Section 1. The Seal of the Club shall be in such form as the Board of Governors may direct.

Article XVII – ROBERTS RULES OF ORDER

Section 1. Roberts Rules of Order shall apply to all Meetings of the Membership, the Board of Governors and of the various Committees and shall govern over all situations not covered in these Bylaws.

Article XVII– AMENDMENT

Section 1. These Bylaws may be amended at any Meeting of the Membership, Annual or Special, by a vote of two-thirds of the Members present in person or by proxy, provided copies and notices of the proposed amendments shall be furnished to the Secretary who shall post a copy in a conspicuous place in the Clubhouse at least twenty (20) days before the Meeting, and send a notice to each Member at least ten (10) days before said Meeting.

HOUSE RULES

1. Non-members may utilize the Club as a guest of a Member with written or verbal authorization.
2. Member sponsored guests who utilize the Club are given temporary Club membership which is valid only for 45 days. The guest is responsible to pay for charges incurred with a credit card upon departure.
3. Tipping is not permitted, except for valets.
4. All purchases of food, drinks, or services will be charged to Members' accounts. Except for purchase of drink tickets at special events, no cash can be accepted by Club employees.
5. Members may entertain guests during regular Clubhouse hours in any of the public areas of the Clubhouse.
6. Shorts or blue jeans, halter tops (spaghetti straps, low cut blouses) and flip flops are not acceptable for any member or guest in any area of the Clubhouse. The Manager or the Manager's designee may temporarily waive the dress requirement of an event scheduled for the outside grounds of the Club if forced into the Clubhouse by weather or other unforeseen circumstances.
7. Smoking is permitted only in specific areas of the Clubhouse designated by the House Committee or the Board of Governors. Cigarettes are permitted in the bar and cigars and cigarettes are permitted in the Game room.
8. Charge privileges are to a married Member's spouse, significant other or children who are full time students and under 25 years of age. The Member's account will be billed for all charges.
9. Any cancellation of a reservation for a special event received the day of the event will result in the Member being charged a cancellation fee equal to 100% of the cost of the event. Cancellation received within three (3) business days before the event is subject to a cancellation equal to 50% of the cost of the event.
10. The use of cellular phones is permitted only in the Lobby area and Business center of the Clubhouse.
11. In spite of good intentions, slip-ups occasionally occur. If ever you feel you have a legitimate complaint or grievance that is not, or cannot be, promptly taken care of by the Manager or the Manager's staff, please feel free to call on the Chairperson or any member of the House Committee. The Committee is the membership's frontline service group for keeping Club operations running smoothly and effectively.