

BY-LAWS FONTAINEBLEAU COMMUNITY CENTER, INC.

(Approved and adopted by a vote of the general membership at the annual general membership meeting October 28, 1978; amended October 1980, April 1981, April 1982, November 1982, November 1985, April 1986, November 1987, November 1990, November 1991, October 1992, November 1994, November 1995, November 2001, November 2002, November 2003, November 2008, November 2022, November 2023)

Article I. Organization

Section I.1 The center is incorporated under the laws of Georgia as "Fontainebleau Community Center, Inc." and is doing business as Fontainebleau Swim & Tennis Club (Hereinafter referred to as "the Club"). The purpose of this Club shall be to provide recreational facilities, including a swimming pool and tennis courts for the use, benefit and enjoyment of the members of the Club, their families and guests.

Article II. Membership

Section II.1 With the exception of certain "non-resident memberships" (defined below in Article 2, Section 1. b.), membership in the club shall be limited to only one adult member of each family owning or leasing a house in the area bounded by the following streets: Winters Chapel Road to Peeler Road, to Tilly Mill Road, to North Peachtree Road to Mt. Vernon Road, to Spalding Drive and back to Winters Chapel Road. Also included is that portion of Lockridge Forest subdivision located in DeKalb County. (This area will hereinafter be referred to as the membership area.) Any prospective member must reside in a house owned or leased in the membership area.

Section II.2 Any prospective member , shall be required to submit an application

for membership to the club's Board of Directors

Such applicant shall become a member upon acceptance of his/her application by the Board of Directors and shall pay an initiation fee of \$500.00 as well as all current dues and assessments. Said applicant shall become a member in good standing upon acceptance of his/her application by the Board and shall be referred to as a "member". All members shall be deemed to have agreed to abide by the rules and by-laws of the club

If said fees, dues and assessments are not paid within thirty (30) days from the date of notification of acceptance, the Board of Directors may consider that the applicant does not wish to become a member and, go to the next applicant for consideration for membership.

Senior Membership: A membership category is established for senior citizen households, defined as households with at least one adult over 62 years of age as of January 1 of the current membership year, and with no resident minor children. Grandchildren accompanied by their grandparents are included in the club use benefit. Adult children of the senior member who live in the membership area will be considered guests and subject to the appropriate pool and tennis court rules. The annual dues for this membership class shall be set by the membership (as per Article III). There shall be no initiation fee for this membership category.

Single Membership: A membership category is established for single member households, defined as households with only one adult and with no resident children. The annual dues for this membership class shall be set by the membership (as per Article III). There shall be an initiation fee of \$500 for this membership category.

Family Membership: A membership category is established for households with resident children or where there is more than one adult and all are under 62 years of age. The annual dues for this membership class shall be set by the membership (as per Article III) There shall be an initiation fee of \$500 for this membership category.

Section II.3 Each paid membership shall be entitled to only one vote in the affairs of the club. Any member unable to attend a meeting of the club may vote by proxy. Such proxy must be in writing and delivered to the secretary of the club before or at such meeting. The property rights and interests of all members shall be equal.

Section II.4 Every member in good standing, his/her family and guests shall be entitled to use the facilities of the club under such rules and policies as the Board of Directors shall prescribe. Each member shall be responsible for the conduct of his/her family and guests.

Section II.5 The maximum number of memberships of the club shall be 140. New applicants for membership shall be accepted on the basis of the date the application is received by the Director in charge of membership.

Section II.6 A member may terminate his/her membership at any time that he/she wishes providing all the following conditions are met:

The terminating member shall have delivered a written notice of termination to at least one member of the Board of Directors.

The terminating member shall have paid in full all of said member's dues and assessments.

Section II.7 After January 1, 2009, the initiation fee shall be \$500.00 and shall not be refundable under any circumstances. Any member who is granted a membership and then rejoins the club at any subsequent time shall pay, in addition to any other amounts prescribed herein, a new initiation fee of \$500.00, which shall be nonrefundable.

Any member whose dues are fully paid for the current year may, subject to approval by the Board of Directors, upon sale or lease of his/her house, transfer the use of the facilities for the remainder of the year to the new homeowner or persons occupying his/her house. The new member must pay the initiation fee of \$500.00 and all dues to remain a member in subsequent years unless the member who leases his/her house remains a member and continues to pay his/her dues in succeeding years.

Any member whose dues are paid beyond the current year may, subject to approval by the Board of Directors, upon sale or lease of his/her home, transfer credit for those prepaid dues to the new homeowner or person occupying his /her house. The new member must pay an initiation fee in the current year as provided in Article II, Section 7.I.

Section II.8 The Board of Directors shall have the authority to extend and grant special terms for payment of the initiation fees and dues of the club due to special circumstances of the membership applicants or members. The Board shall also have the authority to extend and grant special membership status to those members who experience hardship due to job or family related issues or other extenuating circumstances. Special membership will be determined by the Board of Directors. Special membership status shall be issued, at the discretion of the Board of Directors, upon written request of the member or former member requesting this special status and the amount of the initiation fee, if applicable, and dues shall be determined by the Board of Directors at its sole discretion.

Section II.9 All decisions of the Board are final.

Article III. Dues and Fees

Section III.1 At the general membership meeting, the Board of Directors shall submit the proposed dues for the ensuing year which must be approved by two-thirds of the members present and voting in good standing

- a) Membership dues shall be sufficient to provide for the necessary expenses of the club and the proper maintenance and improvements of its property.
- b) Said dues shall be due on April 1 of each year and may be paid in one lump sum on or before April 1 or in four equal installments commencing on February 1 and continuing on March 1, April 1 and May 1.
- c) The club membership year shall run from April 1 of one year through March 30 of the following year.
- d) Any installment or special assessments or any other sums owed to The Club not paid by the due date shall be subject to a late payment charge equal to 10% of the installment or sum owed. In no event, however, shall such late payment charge be less than \$1.00 or more than \$10.00.
- e) The membership application of any member may be denied and all rights to use the club or its facilities denied by the failure of a member to pay any initiation fee, dues or assessments by the due date. Such action may be taken by the Board of Directors.
- f) No dues, assessments or any part thereof shall be refunded to any member upon him/her ceasing to be a member.
- g) Any member joining after August 1 and prior to December 31 of a calendar year will pay half (1/2) the annual dues and the full assessment for the year.
- h) No part of the dues shall be refunded in the event that tennis, pool or other club operations are required to be suspended for any period.
- i) The Board of Directors shall present the annual budget to the membership for approval at the Annual General Membership Meeting. A copy of the Board's proposed budget must be given to each member at least fifteen (15) days prior to the meeting. Said budget may be sent electronically. The Board of Directors shall not have the authority to spend more than the amount specified in the annual budget as approved by a vote of the membership at the Annual General Membership Meeting. Expenditures in excess of the amount specified in the annual budget may be made only by a two-thirds (2/3) vote of the members present in good standing at a special meeting of the general membership.
- j) Notwithstanding the provisions of Article III, Section I.i the Board of

Directors shall have the authority upon approval of two-thirds (2/3) of the Directors attending any Board of Directors meeting to authorize expenditures in excess of the amounts specified in the annual budget. In no event, however, shall the aggregate of such authorized excess expenditures exceed five percent (5%) of the total approved annual budget.

Section III.2 At any annual or special meeting of the membership, the Board of Directors may recommend any assessments deemed necessary which shall require two-thirds (2/3) vote of the members present in good standing for approval.

Section III.3 The Board of Directors shall not have the authority to borrow money without the approval of a two-thirds (2/3) vote of the members present and in good standing at a regular or special meeting of the general membership

Section III.4 In the event of the dissolution of the club in any manner and for any cause, and in no other event, upon the effective date of dissolution of the club, after payment of all outstanding debts, the surplus remaining shall be paid and distributed equally among the current membership of the club.

Article IV. Meetings

Section IV.1 The Annual General Membership Meeting of the club shall be held during the month of October or November in each year at such time and place within DeKalb County as the Board of Directors may designate.

The Annual Meeting shall be for the purpose of electing directors, presenting committee reports, approving the annual budget and transacting any other business that may be necessary.

Notice of the Annual Meeting shall be given to the members at least fifteen (15) days prior thereto. The notice of the Annual Meeting shall include the names of the candidates nominated by the nominating committee and the proposed annual budget for the succeeding year.

Section IV.2 Special meetings of the members may be called by the Board of Directors. Also, upon a written request of thirty (30) members to the Secretary, a special meeting shall be called by the President within fifteen (15) days after receipt of such request. The notice shall state the purpose for which the special meeting is called and no other business shall be transacted. Such notice may be sent electronically.

Section IV.3 Only paid members shall be entitled to vote at meetings of the members and may be represented by proxy if not able to attend in person. Voting may be by voice vote but twenty (20) members, including those represented by proxy, shall have the right to demand voting by roll call. For purposes of voting on any matter, each member-family shall be entitled to one (1) vote.

Section IV.4 The lesser of 25% of the membership or Thirty (30) paid up members, present in person, shall constitute a quorum at all meetings of the members.

Section IV.5 Meetings of the Board of Directors may be called by the President at any time and shall be called by the Vice President upon request of four (4) members of the Board, providing seven (7) days notice is given to all Board members. A quorum of the Board of Directors shall consist of six (6) members of the Board.

Article V. Elections

Section V.1 Members of the Board of Directors shall be elected at the Annual Meeting. A plurality vote shall constitute an election.

Section V.2 The nominating committee shall consist of three (3) people appointed by the President. It shall be the duty of this committee to present a list of candidates to fill the vacancies on the Board and to prepare ballots for voting. The list of candidates shall be presented at the Annual Meeting. Nominations may also be made from the floor.

The President shall serve no more than two consecutive terms of one (1) year each.

Officers and Directors shall begin their duties on January 2 of the following year. The term of a person elected to the Board of Directors shall be three (3) years. When a vacancy occurs on the Board of Directors, the remaining Directors shall elect a new Director at any regular or special Board meeting. The member chosen serves until the end of the term of the Director being replaced.

Article VI. Officers

Section VI.1 The officers of the Club shall be President, Vice President, and Treasurer. All officers are elected by the Board of Directors from among the members of said Board.

Section VI.2 The President shall:

- Preside at all club and board meetings.
- Appoint the standing committees.
- Appoint special committees if deemed necessary.
- Make appropriate recommendations of the Board of Directors and the membership concerning the affairs of the club.
- Be ex-officio member of all committees except the Nominating committee.

Section VI.3 The Vice-President shall:

- Assume the duties of the President in his absence. May be chairman of committees and act as aide of the President upon his request. Conduct the general correspondence of the organization as directed by the President.
- Send notices of all meetings and keep the membership informed of decisive actions taken by the Board and of issues to be voted upon at meetings.
- Shall record the proceedings of the General Meeting and of the Board of Directors.

Section VI.4 The Treasurer shall:

- Collect all dues and care for the Club's funds
- Keep an accurate receipt of records and payments.
- Pay mandatory and other bills promptly which represent expenses authorized by the Board of Directors upon receipt of proper bills or evidence of payment
- Submit to the membership at the annual meeting each year a written financial report on the club
- Submit to the President a list of members who are in arrears with their dues one (1) week after the due date.
- Keep accurate books concerning the affairs of the club, which are available for review by the Board of Directors and any member of the club upon request. Upon such request, the treasurer shall be allowed a reasonable time to produce the books and records and they shall be produced at a convenient time and place
- Submit a budget to the President to present to the General Membership at the Annual Meeting.

Section VI.5 Officers and Directors may be reimbursed for reasonable out-of-pocket expenses made on behalf of the club, but shall not be otherwise compensated.

Article VII. Management

Section VII.1 The Club shall be managed and its affairs conducted by a Board of Directors, which shall consist between seven (7) and nine (9) elected Directors.

The President of the Swim/Dive Team Parents Club shall serve as an additional member of the Board of Directors for one year with all voting privileges.

Section VII.2 Consistent with these by-laws, the Board of Directors shall transact the club business and make and amend rules for the regulation of the use of club property.

Consistent with these by-laws, the Board of Directors shall appoint and remove such clerks, agents or employees as it deems necessary or appropriate, and fix their duties and compensations.

Section VII.3 Any elected member of the Board of Directors missing three consecutive board meetings may be asked to resign by the majority of the other Board members.

Section VII.4 The Board of Directors shall designate the bank in which the funds of the club shall be deposited.

Any questions as to the meaning or proper interpretation of any of these by-laws shall be determined by the Board of Directors.

The Board of Directors at its discretion may extend the privileges of the club to any person or person.

Section VII.5 Any member may, for cause and after having been given an opportunity or hearing, be suspended for a period of not exceeding three (3) months by a two-thirds (2/3) vote of the Board of Directors present at any meeting of the Board. Cause for suspension shall, in general, consist of violation of these by-laws or the rules and policies of the club. All decisions of the Board are final.

The Board of Directors may delegate to any Director, or to a responsible employee of the club, the power to suspend all pool privileges for the violation of club rules and regulations provided such suspension does not exceed seven days. A written report of such suspensions, containing reasons, shall be submitted to the President within twenty-four (24) hours.

Section VII.6 The powers and duties of the standing and special committees of the club shall be subject to the authority of the Board of Directors.

Article VIII. Miscellaneous

Section VIII.1 These by-laws may be amended by a vote of two-thirds (2/3) majority of the members present in good standing at any regular or special meeting of the general membership. The proposed amendment must be submitted, by the member proposing it, to the Board of Directors twenty-five (25) days prior to any such meeting and to all members at least fifteen (15) days prior to any such meeting.

Any property of the club broken or damaged by a member, family or guests shall be promptly paid for by such member. Any malicious mischief or damage by any of the above shall also be paid for promptly by the member. No person shall remove any article belonging to the club from the club's premises.

The club assumes no responsibility to members, families, or guests for property which may be brought onto or left on the club's property.

Robert's Rules of Order as amended will prevail, but will not take precedence over these by- laws.