

# Bylaws of Cricket Swim & Racquet Club, Incorporated

As amended – March 2024

## ARTICLE I NAME

Section 1 The organization is a corporation under the Laws of the State of Georgia by the name of Cricket Swim & Racquet Club, Incorporated (the “Club”).

## ARTICLE II PURPOSES

Section 1 The purpose of the organization shall be to establish and maintain its facilities and grounds for recreation for members of the Club, as defined in the articles of incorporation.

## ARTICLE III MEMBERSHIP

Section 1 Eligibility. Households in the Cricket Hill, Cricket Ridge, and Cricket Hallow subdivision and any other subdivisions designated by the Board of Directors by two thirds (2/3) majority vote will be eligible for membership in the Club (“Eligible Households”).

Section 2 Application. Eligible Households may apply for membership in the Club by submitting an application to the Board. By applying for membership, Eligible Households indicate that they have read, understood, subscribe to, and will obey the bylaws and rules of the Club. Eligible Households whose membership application has been accepted and who have paid all required dues, assessments, fees, penalties, and charges will be considered members in good standing (“Member Households”).

Section 3 Rights. Each Member Household is entitled to one vote at General Meetings and the privileges of membership in the Club, subject to the rules, regulations, and disciplinary procedures of the Club.

Section 4 Limits. The number of Member Households is limited to 160.

Section 5 Waitlist. If all membership slots are full, a wait list will be maintained by the Treasurer based on the order in which membership applications were received. If a membership slot opens up, the Eligible Household on the list shall be notified and shall have ten (10) days to accept and pay all dues, assessments, fees, penalties, and charges. If that Eligible Household fails to comply within ten (10) days, it shall be deemed to have declined to become a member and

that membership slot shall be offered to the next Eligible Household on the waiting list.

- Section 6     Transfer. Member Households in good standing may transfer their membership to another Eligible Household, provided such Eligible Household does not have any outstanding debts owed to the Club, is not currently sanctioned by the Club, and has not had its past membership involuntary terminated.
- Section 7     Responsibilities. Member Households shall be responsible for the payment of all charges, penalties, or liabilities that may be incurred by members of such Member Household or any of its guests. Furthermore, Member Households will be held responsible for the good behavior of all their members and guests.
- Section 8     Guests. Eligible Households may not be guests of Member Households. Member Households are limited to ten (10) guests at a time, and an adult member of the Member Household must accompany its guests at all time.
- Section 9     Expected Behavior. Member Households shall ensure that none of its members or guests are unaccompanied minors at the pool. All Member Households and their guests shall always behave appropriately and with proper decorum while on Club Property, refrain from engaging in conduct unbecoming of a lady or gentleman, and act with due respect to all other Member Household's quiet enjoyment of the Club's privileges. Furthermore, it is the responsibility of every Member Household to ensure the facilities and grounds are left in a clean and orderly manner, and that any issues with the Club's facilities or grounds be reported to the Board immediately.
- Section 10    Discipline of Member Households. The Board may terminate a Member Household's membership in the Club or suspend any of its rights and privileges thereto by a two thirds (2/3) vote, provided such Member Household has been provided written notification that their Membership is in danger of termination or suspension, the reasons the Board is considering taking such actions, and the notice is provided at least fourteen (14) days prior to the relevant Board meeting. Member Households are entitled to be present and present their case to the Board if their membership is in danger of termination or suspension.
- Section 11    Discipline of Eligible Households. An Eligible Household may be sanctioned by a majority vote of the Board. No sanctioned Eligible Household may have their application for membership accepted unless the Board releases them from their sanction by two thirds (2/3) vote. Furthermore, the Board may assess Eligible Households for charges, penalties, or liabilities against the Club that were incurred by members of such Eligible Household or any of its guests. Unless and until such charges, penalties, or liabilities are paid, that Eligible Household may not have their application for membership accepted. The Board shall promptly inform an Eligible Households of any sanction, charge, penalty, or liability.

#### **ARTICLE IV GOVERNMENT**

- Section 1     Board of Directors. The government and management of the Club is the responsibility of its Board of Directors (the "Board") who shall by majority vote, unless otherwise stated, govern the affairs of the Club in accordance with these bylaws.
- Section 2     Officers. The Board will consist of a President, Vice-President, Secretary, Treasurer, Facilities Manager, Groundskeeper, Swim Captain (collectively the "Officers"), and the immediate past President who shall be a non-voting member of the Board.

- Section 3 Deputies. Each Officer, other than the President, shall appoint a deputy, with the approval of the President, (collectively the “Deputies”) who will be the deputy chairman of any committees such Officer chairs and who may with such Officer’s express written permission fulfill that Officer’s duties at a General Meeting, Board Meeting, or meeting of the relevant committee. The relevant Officer may remove their deputy at any time at their sole discretion. Upon approval of the Board, the Deputy Treasurer may be added to any Club accounts, given necessary authorization to support the Treasurer in their duties, or act in the stead of the Treasurer in the absence or disability of the Treasurer.
- Section 3 Election. The Board will be elected on an annual basis at the September General Meeting. To be eligible to serve on the Board, an individual must be part of a Member Household in good standing. The President and Treasurer may not come from the same Member Household. The Board members will assume their post upon election and continue until the next Board is elected at the following year’s September General Meeting. All members of the Board will serve without compensation.
- Section 4 Removal. If an Officer or Deputy fails to perform their duties, they may be removed from office by a two-thirds (2/3) majority of the full Board of Directors, provided such Officer or Deputy has been provided written notification of their impending removal, the reasons the Board is considering taking such actions, and the notice is provided at least fourteen (14) days prior to the relevant Board meeting. Such Officer or Deputy is entitled to be present and present their case at the relevant meeting of the Board. Unexpired terms of an Officer vacated for any reason will be filled by an appointee, nominated by the President and approved by a two-thirds (2/3) majority of the full Board of Directors.
- Section 5 President. The President shall preside at General Meetings, over the Board, and chair the Nominating Committee. The President shall be the chief administrative officer of the Club. The President shall propose a Board and General Meeting schedule for the next calendar year at the October Board Meeting, to be agreed upon by the Board no later than the December Board Meeting. The President shall appoint, subject to confirmation of the Board, any special committees. The responsibilities of the Nominating Committee are to secure one or more candidates for each office, obtain previous consent from each candidate, and present this slate at the September General meeting for the vote of the Member Households; however, any Member Household may make nominations from the floor with the prior consent of the nominee.
- Section 6 Vice-President. The Vice-President in the absence or disability of the President, shall act in their stead. Furthermore, the Vice-President shall chair The Social Committee. The Social Committee shall plan and organize all Club parties and social events, promote such events, provide information to all Eligible Households about the procedure for applying for membership, and recruit Eligible Households to become Member Households. At a minimum, The Social Committee must organize and promote a Season Opening, Fourth of July, and Labor Day party.
- Section 7 Secretary. The Secretary shall keep the minutes of all General Meetings and Board Meetings. Furthermore, the Secretary shall chair The Communications Committee. The Communications Committee shall keep the members informed of all Club business and social events, and Board and General Meetings, provide the minute of any Board or General Meeting to a Member Households upon such Member Household’s request, serve as liaison between the Member Households and the Board, publish and distribute the information at the discretion of the Board, and maintain and manage the Club website, e-mail, social media, correspondence, and otherwise manage the Club’s online presence.

- Section 8      Treasurer. The Treasurer shall keep the accounts of the Club, collect its revenue, deposit its funds, and pay its bills, as authorized by the Board of Directors. The Treasurer and President must co-sign all checks in excess of five hundred dollars (\$500.00) and any Club contracts; provide however, those matters have previously been approved by the Board. Furthermore, the Treasurer shall make reports on the financial condition of the Club at each General and Board Meeting and chair The Finance Committee. The Finance Committee shall prepare and update the Club's annual budget and shall advise the Board on all financial transactions. All unbudgeted expenditures must have approval of The Finance Committee and the Board. The Finance Committee shall arrange for an annual audit to be presented to the membership at the March General Meeting. No member of The Finance Committee may be members of the same Member Household as either the Treasurer or the President. The immediate past Treasure shall serve as a non-voting member of the Finance Committee. The Treasurer shall be bonded. The Treasurer shall maintain an accurate and current list of all Eligible Households and Member Households, including the record of any termination or suspension of a Member Household's rights under Article III Section 10, sanction leveled on an Eligible Household under Article III Section 11, delinquency in dues, charges, penalties, or liabilities, or reason an Eligible Household or Member Household is otherwise not eligible for membership or in good standing respectively. If necessary, the Treasurer shall maintain the membership waitlist. The Treasurer shall ensure that the forgoing lists are made available to any member of the Board who needs them for the fulfillment of their duties to the Club.
- Section 9      Facilities Manager. The Facilities Manager shall have the responsibility to maintain the Club's facilities (i.e., the pool, the pump room, the bathrooms, and all water and electrical systems) in a proper manner, marshal the Eligible and Member Households in support of this goal, research and propose potential third-party contractors to support this goal, and manage any third-party relationships related to the maintenance of the facilities. Furthermore, the Facilities Manager shall chair The Facilities Committee. The Facilities Committee shall support the work of the Facilities Manager, attend to the improvement and maintenance of the Club facilities, draft rules for the use of the pool and any other part of the facilities, and upon approval of the Board publish and promulgate such rules.
- Section 10     Groundskeeper. The Groundskeeper shall have the responsibility to maintain the grounds of the Club's property (i.e. all vegetation, the tennis courts, fences, gates, and all physical structures and portions thereof that are not expressly the preview of the Facilities Manager) in a proper manner, marshal the Eligible and Member Households in support of this goal, research and propose potential third-party contractors to support this goal, and manage any third-party relationships related to the maintenance of the grounds. Furthermore, the Groundskeeper shall chair The Grounds Committee. The Grounds Committee shall support the work of the Groundskeeper, attend to the improvement and maintenance of the Club grounds, draft rules for the use of the tennis courts and any other part of the grounds, and upon approval of the Board publish and promulgate such rules.
- Section 11     Swim Captain. The Swim Captain shall coordinate all activities and functions of the Swim Team, marshal the Eligible and Member Households in support of this goal, and manage any third-party relationships related to the Swim Team. Furthermore, the Swim Captain shall chair The Swim Team Committee. The Swim Team Committee shall support the work of the Swim Captain, inform Eligible and Member Households of the Swim Team, provide information to all Eligible and Member Households about the procedure for joining the Swim Team, draft rules for the Swim Team, and upon approval of the Board publish and promulgate such rules.
- Section 12     Committees. Each committee will consist of a minimum of three persons, the chair, the

deputy, and at least one additional person appointed by the chairperson. Rules and policy established by a committee shall be submitted to the Board for approval. Each Committee must submit an itemized budget, calendar, and plan for the next fiscal year to the Board by November 1st. These budgets will be reviewed by the Finance Committee, incorporated to the extent appropriate in the next year's annual budget, and then presented to the Board for approval at the December Board meeting. Furthermore, the Board will review and approval the committees plans and calendars at the December Board meeting. The Board approved annual budget, committee plans, and calendar of events shall be presented at the March General Meeting.

Section 13 Parliamentary Authority. Meetings and business of the Club and the Board will be conducted under the current edition of *Roberts Rules of Order, Newly Revised*, which will be the authority for all questions of parliamentary law not covered by the Club's bylaws.

Section 14 Indemnification. Each person who acts as an Officer or Deputy of the Club shall be indemnified by the Club against any and all expenses actually and necessarily incurred by them with the defense of any action suit or proceeding in which they are made a party by reason of their being or having been an Officer or Deputy of the Club, including but not limited to any attorney's fees, court cost, and for any judgment awarded against said officer or director. The right of indemnification provided herein shall insure to each Officer or Deputy whether or not he is such Officer or Deputy at the time such costs or expenses are imposed or incurred, and in the event of their death shall extend to their legal representatives.

## **ARTICLE V MEETINGS**

Section 1 Board Meeting. Meetings of the Board will be held at least once a month (collectively "Board Meetings"). Special meetings of the Board may be called by the president or by a majority of the Board by giving no less than twenty-four (24) hours' notice to the members of the Board. Two-thirds (2/3) of the full Board of Directors shall constitute a quorum. All meetings of the Board shall be open to attendance by Member Households. A Member Household may place an item on a Board Meeting agenda by notifying the Secretary or President seven (7) days prior to the meeting.

Section 2 General Meetings. The Board shall hold a meeting for all Member Households (a "General Meeting") in September for the election of new officers, and in March for the approval of the annual budget. The Board shall notify Member Households in writing at least fourteen (14) days prior to General Meetings. Additional General Meetings may be called by a majority of the Board of Directors or by twenty (20%) percent of the Member Households, provided in both cases that the entities calling such meeting provide the agenda in the notice and such notice is provided to all Member Households in writing at least fourteen (14) days prior to such proposed General Meetings. Ten (10%) percent of the Member Households shall constitute a quorum and shall be necessary to conduct business at any General Meeting. Voting at all General Meetings will be by a show of hands; however, any Member Household has the right to request a roll call vote or a written ballot. A Member Household's vote will only be recognized if a majority of the adult members of a Member Household present at a meeting are in agreement as to the vote being taken.

## **ARTICLE VI DUES & FEES**

Section 1 Single Payment. Annual dues for each Member Households are \$500.00 and due by

March 1<sup>st</sup>. Payments received after March 31<sup>st</sup> will be assessed a \$25 penalty, with an additional \$25 for each month payment is not received. These dues entitle Membership Households to the rights and privileges of membership in the Club from March 1<sup>st</sup> of the year they are paid until April 30<sup>th</sup> of the next year. A \$25 discount will be applied to the annual dues for any Member Household who pays the entire annual due prior to March 1<sup>st</sup>.

- Section 2      Installment Payments. Member Households may elect to pay their annual dues in three installments as follows: the first payment of \$175.00 is due March 1; the second payment of \$175.00 is due on April 1; the third payment of \$150.00 is due May 1. Any payment not received during the month it is due will be assessed a \$25 penalty, with an additional \$25 for each month such payment is not received. These dues entitle Membership Households to the rights and privileges of membership in the Club from March 1<sup>st</sup> of the year they are paid until April 30<sup>th</sup> of the next year.
- Section 3      Suspension of Voting Rights. A Member Household may not vote if they have not made any of their payments when said payments were due, or if they have had their voting rights suspended under Article III Section 10.
- Section 4      Special Assessments. If needed, the Board or any Member Household may propose for a vote of the Membership Households during any General Meeting a special assessment, which shall be payable at a time specified at that meeting. Payments received after the due date shall carry a \$25.00 penalty, with an additional \$25 for each month such payment is not received. A two-thirds (2/3) majority of Member Households present is required to approve special assessments.
- Section 5      No Refunds. No part of any dues or assessment shall be refunded in the event the operation of the pool, other facilities, or grounds are required to be suspended for any period.
- Section 6      Event and Rental Prices. The Board has the right to assign prices for Member Households, Eligible Households, and any other entity to attend Club events or to rent any portion of the Club's facilities or grounds.
- Section 7      Prorated Pricing. The Board, by a two-thirds (2/3) vote, may approve prorated dues or alternative payment plans for Eligible Households.

## **ARTICLE VIII DISSOLUTION**

- Section 1      In the event of the dissolution of the Club in any manner or for any cause, and no other event, upon the effective date of dissolution of the Club, certificates shall be alien upon the proceeds of the sale of the property of the Club after the payment of all its just debts and obligations to the extent of the value of certificates as fixed by these bylaws, subject to set-off of all debts, dues and obligations owed by the holder of the certificate. After payment of all certificates outstanding upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed pro-rata among the then Membership Households of the Club.

## **ARTICLE IX AMENDMENTS TO THE BYLAWS**

- Section 1      The Bylaws of the Club may be amended at any properly called General Meeting. Notice

of proposed amendments must be given in writing to all Member Households at least fourteen (14) days prior to the meeting. A two-thirds (2/3) majority of Member Households present is required for any bylaw amendment.

**ARTICLE X**  
**PROPERTY AND EXTRAORDINARY EXPENDITURES**

- Section 1      Real Property. No real property may be purchased for the Club nor may any real property of the Club be sold, leased, mortgaged or otherwise alienated without having first being approved by a vote of at least two-thirds (2/3) of the Member Households present at any properly called General Meeting, provided written notice of such object was given to all Member Households at least fourteen (14) days immediately preceding said meeting.
- Section 2      Extraordinary Expenditures. Any project funded by the Club in excess of ten thousand dollars (\$10,000) must be approved by a vote of at least two-thirds (2/3) of the voting membership of the Club present at any properly called General Meeting, provided written notice of such object was given to all Member Households at least fourteen (14) days immediately preceding said meeting. This Section 10.2 does not apply to normal operation expenses.