

**TIMBERLAKE COUNTRY
CLUB**

BY-LAWS

**REVISED
NOVEMBER 16, 2011**

Timberlake Country Club, Inc.
BY-LAWS INDEX

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November 16, 2011

ARTICLE I

1.0 NAME & LOCATION

The name of this Corporation is Timberlake Country Club, Inc. The Corporation is located south of Chapin at 222 Timberlake Drive in Lexington County, South Carolina.

ARTICLE II

2.0 Statement of Purpose

The purpose of the Timberlake County Club (TCC) is to have a fully functional country club that may include, but is not limited to, an 18 hole golf course; a club house with a golf shop, male and female locker rooms and showers, lounge, grill area, dining room, fitness center and meeting rooms; tennis courts and a swimming pool.

The club intends to grow to a membership of up to 600 equity members (60% golf and 40% social). At some point in the future TCC may become private.

ARTICLE III

3.0 Member Classifications and Privileges

All who join TCC as Equity members must contribute equity and pay monthly dues based on their classification. Equity members are part owners of the Club with the potential of increasing the value of their investment. All who join as non-Equity members and all non-members must pay fees and service charges established by the Board of Directors (BOD) to use Club amenities. Should the Club become private a membership waiting list will be established on a first come first served basis. At that time, non-members must be the guest of a member in order to use Club facilities and a member guest may use only the amenities available to the inviting member.

3.1 Types of Memberships

a. Equity Golf Member (EG)

EG members have unlimited use of the golf course and all other Club amenities.

b. Equity Social Member (ES)

ES Members have use of all amenities except golf which may be played on a fee basis.

c. Limited Equity Golf Member (LEG)

LEG's are those Equity golf members who live more than fifty miles from TCC and play golf relatively few times a year. LEG's have full EG rights and privileges except that they pay no monthly dues or food minimum. In lieu of monthly dues, LEG's pay an annual fee and all other fees and assessments set by the BOD. If golf play is determined to be excessive of LEG status, the BOD may request change in the LEG's status.

d. Provisional Equity Golf Member (PEG) (classification closed on 5/1/2008)

PEG's are those Equity Golf Members who joined prior to March 31, 2008 as an Equity Golf Charter Member; contributed the required Golf Member equity but wished to take advantage of golf club amenities at a future date. Provisional Equity Golf members pay social member dues, a food minimum and all fees and assessments. PEG's pay applicable guest of member rates for playing golf plus a cart fee. When the (PEG) member is ready to convert to a full golf membership, they may do so immediately by paying golf member monthly dues and fees. The PEG must be in good standing with the club as outlined in these By- Laws. PEG is established for a period of two years and renewal is at the discretion of the BOD.

e. Corporate Membership

A limited number of Corporate Golf/Social memberships are made available by Timberlake Country Club, Inc. to corporations, partnerships, trusts and other business entities. The business may designate a minimum of three (any combination golf and social) full-time employees (designees) and their household family, but a maximum of six (any combination golf and social) and their household family to enjoy full Golf or Social membership privileges. The designee(s) must pay current monthly golf or social dues. If the designee fails to pay the applicable monthly dues, the Corporation becomes responsible for paying all applicable dues and fees. All entities seeking corporate golf or social membership as well as all designees will be subject to approval by the BOD. A corporate initiation fee and an application fee per designee is required. Corporate memberships may be granted to corporations as registered with the State of South Carolina, Secretary of State.

f. Other Membership classifications, either permanent or temporary, as approved by the BOD

3.2 Application for Membership

Potential Equity Golf, Equity Social and Limited Equity Golf Members must apply to the chairperson of the membership committee or designee who will secure the documentation required by the BOD for membership. Once the required information has been reviewed for completeness by the committee, the paperwork and applicable funds are submitted to the President or designee for BOD approval. Applicants must pay an initiation fee plus contribute an equity amount as determined by the BOD.

3.3 Membership Conversions

Equity Golf Members may convert from golf to social membership at any time with the understanding that their equity position will be reduced to the lower level of membership classification and the difference in equity will be forfeited. Equity Social members may convert to a golf membership at any time as long as there is no waiting list for golf memberships. Both conversions will be based on the current equity member rate. If there is a waiting list, the BOD will determine the member's position in line.

3.4 Member Obligations

Monthly dues plus any other charges as set by the BOD will be charged to the member's account as well as a minimum monthly food charge.

Each member shall be responsible for payment by the due date of all financial obligations to the Club levied upon, or incurred by, the member, his or her spouse, and eligible dependents. The member shall also be responsible for compliance by their spouse and eligible dependents with all Club rules and regulations. Once an account becomes past due, the member may be charged a past due penalty.

3.5 Member Suspension/Expulsion

Member rights to participate in Club activities defined by their membership type may be suspended by a majority vote of the BOD once a member's account becomes delinquent more than sixty days past the due date. Member accounts will be reinstated once all past due amounts and late fees are paid in full. Member accounts that are ninety days past due or accounts that are habitually delinquent (three times in a year) will be submitted to the BOD for expulsion proceedings. Member expulsion requires a 2/3 affirmative vote of the BOD.

Member expulsion may include but is not limited to conviction of a felony, misconduct by members, member's immediate family, or guests on Club property. Such misconduct may also include behavior that is injurious or contrary to the character good order, welfare, or interest of the Club. Willful violation of Club rules, By-Laws, and financial responsibility may also be considered by the BOD as reasons for suspension or expulsion.

Expelled member's equity in the Club will be reduced by the delinquent dues, late fees, and litigation costs before any repurchase of equity will be considered by the BOD. The expelled member's equity may be repurchased under the rules set forth in Article XII of these By-Laws.

3.6 Relationship of Members to Employees

No member shall reprimand any employee of the Club. Complaints, criticism and suggestions by members concerning employees shall be made to the Club General Manager or to BOD member. The General Manager, under the oversight of the BOD, shall take appropriate action.

3.7 Guests of Members

Guests of members may be extended guest privileges of the member's category, subject to applicable guest fees and Club rules and regulations. Members are responsible for the conduct of their guests and are responsible for all charges incurred by them or damages caused by them. Individual guest privileges may be denied or revoked at any time for reasons considered by the BOD in its sole discretion.

The cost of replacing Club property caused by the conduct of a member or his/her guest shall be charged to the account of member concerned. The Club disclaims any damages for loss or

destruction of personal property of a member or guest that is not directly the cause of the Club or its employees.

3.8 Surviving Spouse and Eligible Dependents

A widow or widower, significant other and eligible dependents of members in good standing shall have full use of the facilities according to the member's classification. Eligible dependents are those unmarried children and grandchildren of a member who are under the age of 23 and whose principal residence is the member's household.

3.9 No Surviving Spouse or Eligible Dependents

In the event there is no surviving spouse or eligible dependents, the equity membership in good standing at the time of death becomes a part of the deceased member's estate. The estate representative is subject to the guidelines outlined in Article XII.

3.10 Other Facility Usage

Other availability, limitation or restriction on facility usage, including usage by non-members, not covered in these By-Laws, shall be established by written policy of the BOD. Such policies shall be published and posted after action by the BOD.

3.11 Use of Facilities During Marital Separation

During marital separation, until such time as a final divorce is obtained, the facilities of the Club shall be available to either spouse and eligible dependents on condition that all charges continue to be paid.

3.12 Membership Following Divorce

Upon the final divorce decree, it is the divorced couple's responsibility to notify the BOD as to which spouse will retain membership. Failure of either spouse to notify the BOD will cause the membership to remain unchanged.

3.13 Leaves of Absence (LOA)

To request a LOA a member must petition the BOD ninety days prior to the date the member wishes to begin the LOA. The BOD shall have authority, in its sole discretion, to limit the number of LOA's permitted at any one time but the total should not exceed 2%. Only members who have no outstanding financial obligations to the Club are eligible to apply. LOA's may be granted only for extreme health reasons, financial distress, or other circumstances the BOD feels are appropriate. LOA's may be granted for a maximum period of one year, and only one leave of absence may be granted to a member during their membership, except in the discretion of the BOD under extraordinary circumstances. At the expiration of the leave of absence, the member must pay any assessments levied during their absence.

ARTICLE IV

4.0 Board of Directors

The Timberlake Country Club Board of Directors BOD consists of 10 Members (6 Equity Golf Members and 4 Equity Social Members) elected by the membership. Only eligible voting members in good standing as defined in Article XV, who are not employees of TCC, are eligible to serve as a member of the BOD.

4.1 Terms of Office

The term of office for a Board Member is approximately three years (see 4.2.2). Depending on the date the election is held, the Board member may serve slightly more/less than a three year term. Directors may be re-elected to one additional three year term after which they must remain off the BOD for two years before being elected to additional terms.

4.2 Election to the Board of Directors

In order to maintain the correct ratio of Equity Golf Members to Equity Social Members on the BOD, the following number of Directors will be elected in the years shown:

-3 Equity Social Members:

2011, 2014, 2017 and at each succeeding 3 yr interval

-1 Equity Social Member and 2 Equity Golf Members:

2012, 2015, 2018 and at each succeeding 3 yr interval

-4 Equity Golf Members:

2013, 2016, 2019 and at each succeeding 3 yr interval

4.2.1 Annual Elections. Election of members to the BOD of the Club shall be conducted before the end of the third quarter and will be conducted in accordance with Article IX of these By-Laws.

4.2.2 Seating of New BOD Members. Newly elected BOD members will officially join the BOD by replacing outgoing members at the first BOD meeting following confirmation of election results.

4.3 Board Meetings

a. Regular Scheduled Board Meetings

Directors are expected to attend regularly scheduled Board meetings on a schedule established and published by the Board. Club Members are welcome to attend regularly scheduled Board meetings.

b. Executive Sessions

The Chairperson may call an Executive Session when necessary. Except in cases of an emergency a twenty-four hour minimum notice of the meeting must be provided.

Executive Sessions are closed to non board members other than those specifically invited to attend. Directors who cannot attend are not subject to the director's attendance policy.

c. Voting at Board Meetings

Each Board Member shall have one vote.

4.4 Removal of a BOD member from the BOD

From time to time it may become necessary for the BOD to remove a member of the Board from the BOD. A Board member may be removed from the BOD for cause only. Removal requires a 2/3 majority vote of the BOD.

Cause is defined as:

- 1) malfeasance in office,
- 2) absenteeism: Absent from three (3) or more scheduled BOD meetings in a 12 month period or,
- 3) disruptive behavior to the point of interfering/prohibiting the BOD from doing its work.

Process:

Absenteeism is a stand alone cause. A Board member presents evidence of the excessive absenteeism to the Board and recommends removal. A vote is taken to conclude the action. A Board member who is the subject of the removal process is ineligible to cast a vote on the matter. In the case of Malfeasance in office or Disruptive Behavior complaint, a minimum of four (4) Board members are required to initiate and sign a 'Petition to remove'. This petition is then introduced for discussion at a meeting of the BOD. The 'Petition to remove' must include the reasons for the proposed removal. Discussion and vote follows.

In the event that a Board seat becomes vacant as a result of the removal process, the vacant Board seat will be filled in accordance with Section 5.4 of the By-Laws.

4.5 Powers and Duties of the Board of Directors BOD

All powers and duties of this Club included in these By-Laws, the Articles of Incorporation, and the South Carolina Statutes, shall be exercised exclusively by the BOD or by delegation to its officers and agents. The BOD authority is subject only to the approval of the members of the Club where such approval is specifically required by law, the Articles of Incorporation or by these By-Laws.

4.6 The Board of Directors Shall Have the Power:

1. **To manage** and control the operation of the Club business, real property, Corporate affairs, social and program activities. This may be done directly or by delegation of the Club BOD, officers or agents.
2. **To select and employ** a General Manager to handle and execute the policies and recommendations of the respective committees, subject to the direction of the President and the BOD.
3. **To establish** different types of memberships in the Club and to set regular or special dues, charges and uniform operational assessments, if needed, for the operation of the Club and to arrange for their collection. The amount of dues so fixed shall become income to the Corporation collectible by due course of law. The failure to pay any dues or assessments may render the member liable to expulsion.

4. **To prepare** an annual budget in advance of the Club fiscal year anticipating Club operation expenses. To provide and maintain needed reserves for improvements, repairs and replacements of Club property and for any other expected Club expenses.
5. **To control** and direct the use of monies received by the Club.
6. **To repair**, maintain, preserve, improve and replace all Club property.
7. **To carry** adequate insurance, including but not limited to fire, casualty and liability and other extended coverage on Club property and grounds, insurance coverage on liability and errors and omissions involving Club Directors, Officers, Committee Members, Agents and employees of management during the course of their duties. Other insurance may be purchased as deemed necessary for the Club by the BOD. Copies of such insurance policies and coverage shall be kept on file at the Club's principal office and available for inspection to all Club members during the regular Club office hours.
8. **To establish** and maintain bank accounts, select depository banks, authorize officers or persons in management to sign or counter-sign Club checks and to provide any restrictions or limitations relating to the amount of the checks. To provide procedures in paying all accounts payable or claims against the Club.
9. **To hold**, invest and reinvest the Club funds.
10. **To adopt**, restate, revise, amend and repeal any Club rules relating to the use and enjoyment of the Club property and golf course, and to adopt and publish Club membership regulations consistent with these By-Laws.
11. **To purchase real** property by obtaining a mortgage loan from a lending institution for purchase of the golf club, operation or expansion of the Club for the benefit of its equity membership. Approval for such purchases must be received by 2/3 of the BOD, and they shall secure approval of the 2/3 of voting members no longer than sixty days after BOD approval.
12. **To contract** and employ needed employees and agents for reasonable and competitive compensation.
13. **To sell**, lease, exchange, transfer or otherwise dispose of all or any part of the Club real and personal property and assets. Any sale of land must be approved by 2/3 of the BOD and they shall secure approval of the 2/3 of voting members no later than sixty days after BOD approval.
14. **To borrow** money for Club operations and maintenance providing the amount borrowed shall not exceed a total outstanding at any one time up to 10% of total equity but no greater amount that would let the debt ratio exceed 0.75 excluding mortgage indebtedness and that such borrowings do not require approval by membership.

15. **To prosecute** any Club action or defend the Club relating to its Corporate affairs, property, membership disputes and taxes and to collect, pay, contest, compromise or abandon demands of or against the Club.

16. **To levy** and assess Club members for capital expenditures, only if such levy and assessment is approved by 2/3 vote of all Equity Members voting.

17. **To enforce** these By-Laws and the Club rules and develop and amend Membership Rules and Regulations by an action at law or expulsion of a member or such other action as deemed appropriate.

18. **To be represented** by counsel at all board meetings, regular meetings or special meetings of the members. Counsel will serve as parliamentarian.

19. **To establish** and enforce a code of conduct and dress code policy for all facility users.

ARTICLE V

5.0 Board of Directors Officers:

5.1 Enumeration

President
Vice President
Secretary
Treasurer

5.2 Qualifications. Only Equity Members in good standing, who are not employees of TCC are eligible to hold office on the BOD.

5.3 Election At the first meeting of the BOD following the Annual Business Meeting, the BOD shall elect members of the Board to serve as President, Vice President, Secretary and Treasurer.

5.4 Terms of Office. All Officers of the BOD shall serve for a period of one year and all may be reelected to that position by the BOD until their term has expired or until a successor has been appointed. In the event, any Officer is unable or unwilling to complete their term in office, a replacement for a member of Board will be appointed by the President and approved by the BOD.

Candidates for the position of President and VP should have one year of Board experience to be eligible for those positions.

5.5 Duties of Officers.

5.5.1 President

The President shall be the presiding Officer of the Corporation, an ex-officio member of all

committees except the BOD of which the President shall serve as Chairperson. The President shall appoint all Standing and Special Committee Chairpersons and special appointments with the approval of BOD and shall perform such duties and exercise such other powers as may be determined by the BOD.

In the case of death, resignation, or removal of any member of the BOD, the President will appoint a successor to the BOD with Board approval, to fill the unexpired term of the Board Member. In case of death or resignation or inability of any Committee Chairperson to serve, the President shall appoint a successor to fill the unexpired term with Board approval. The President will also act as the Chief Executive Officer and will be responsible for implementing policies of the BOD.

5.5.2 Vice President

In the absence of the President, or if the President is unable to act, some or all of the Presidents duties may be performed by the Vice President.

5.5.3 Secretary

The Secretary shall be responsible for keeping a permanent record of the proceedings of the Club. Maintain a record of a current roster of members as provided by the Membership Committee including addresses, year of joining, and classification of membership. The Secretary shall be responsible for working with committees as directed by the BOD. The Secretary shall be responsible to perform all other duties that normally and customarily pertain to the office of Secretary and shall provide safekeeping for all records as directed by the BOD. The Secretary shall receive and distribute the recommendations of the Nominating Committee not less than 25 days prior to the Annual election. The Secretary shall be an elected member of the Board of Directors.

5.5.4 Treasurer

1. The Treasurer or a designee_ must be familiar and experienced with principles of accounting as defined by the American Institute of Certified Public Accountants.
2. The Treasurer, or a designee, shall receive all monies of the Club and deposit them in such accounts in such depositories as may be authorized or designated by the BOD.
3. Will cause to be issued to each member a monthly statement of the member's account
4. Will keep or cause to be kept, the regular books of account which shall be open for inspection at all times by the BOD and the members of the Club upon reasonable notice.
5. May serve as the Chairperson of the Finance Committee or select a designee to be the Chairperson.
6. Will Prepare or cause to be prepared a financial report for each Board meeting.
7. Will Prepare or cause to be prepared and submit at each Annual Business Meeting a full and complete financial report and such other reports as the BOD may require.
8. Will Submit or cause to be submitted a monthly financial statement to each member.
9. Will Provide to the BOD each month a listing of delinquent member accounts for review.

5.5.5 Authorized Signatories

Only the President and Treasurer are authorized to sign for the BOD all business and financial transactions, documents or legal obligations. The Secretary may only sign documents that require a second signature. The Secretary is authorized to sign in that capacity in the event either the President or Treasurer is not available.

ARTICLE VI

6.0 Committees

The BOD may establish standing committees such as Finance and Long Range Planning Committees as well as ad hoc committees to work on specific areas or issues. These are ‘working’ committees whose members make recommendations to the BOD for its consideration. All committees must be sponsored by the BOD and each committee shall be chaired by a BOD Director. Committee members are selected by the Chairperson and must be approved by the BOD.

Each committee shall have responsibility as required concerning matters within its jurisdiction. No committee shall have power to enter into a contract or incur an obligation on behalf of Timberlake Country Club, Inc.

ARTICLE VII

7.0 Management and Staff

A General Manager (GM), who shall be employed by the Board of Directors, is expected to attend regular board meetings and have responsibility for the day to day operation of Timberlake Country Club, Inc. The GM will be expected to operate within the duties and responsibilities of the GM job description.

The GM, with support of and direction from the BOD, is expected to plan, manage and oversee TCC and its operations.

7.1 Reporting relationship

The GM is responsible to the BOD as a whole and will report directly to the President of the BOD. While the Board as a whole has the responsibility to establish overall priorities and direction for the GM, specific directives to the GM will come solely through the President of the BOD.

ARTICLE VIII

8.0 Meetings

8.1 Annual Business Meeting. The Club shall hold a business meeting by the end of first quarter of each calendar year at such time and place as the BOD may designate. The Secretary will mail/email a notice to all members in good standing of the Annual Business Meeting no more than fifteen days and no less than five days before the meeting. The notice will show the date, time, and location of the meeting.

8.2 Quorum for Annual Business Meeting. $\frac{1}{4}$ of voting members of the Club present at the annual business meeting shall constitute a quorum for the meeting.

8.3 Special Meetings. Special meetings of the general membership may be called by the President or upon written request to the Secretary by 25 or more voting members of the Club. Special meetings are called for information and discussion purposes only. The Secretary shall notify each voting member of the time, place and purpose of the meeting. The notice shall be sent not more than fifteen days or less than five days prior to the proposed meeting. Only the subjects in the notice may be acted upon at such meetings.

Should there be action necessary as a result of the meeting, the BOD or the membership will have an opportunity, in accordance with the By-Laws to approve or disapprove said action.

8.4 All meetings are conducted under Robert's Rule of Order (latest edition) except as they may conflict with these By-Laws in which case these By-Laws shall prevail.

8.5 Member voting eligibility. Only eligible Equity Members in good standing as defined in Articles IX and XV of these By-Laws may vote at special meetings of the Club.

ARTICLE IX

9.0 Voting Privileges

All Equity members, Golf and Social, in the Club in good standing shall be entitled to one vote. Each family must designate a voting member. Only the voting member shall vote at any proceedings of the Club.

9.1 Voting

Proxy voting is not allowed.

9.2 Ballots The BOD may direct that a mailed/mailed ballot be used instead of a special meeting. Ballots will be distributed via mail/email to each voting member in good standing. At least ten days will be allowed for delivery and return mail of ballots for counting. Receipt of a simple majority of the ballots will constitute a quorum.

ARTICLE X

10.0 By-Law Amendments

The current By-Laws may be amended by a vote of 2/3 of the respondents in a mail/email vote of the membership. Proposed changes will be mailed /mailed to each voting member in good standing at their last known address/email address. Copies of the amended By-Laws will be mailed/mailed to each member along with a voting response form to be returned by the voting member within ten days.

10.1 Interpretation

The Board shall have full power and authority to interpret these By-Laws and its decision on all such questions shall be final, binding and conclusive provided such interpretation is not prohibited by Federal or South Carolina statutes or law.

ARTICLE XI

11.0 Protective Clause/Disclaimer

If any provision of the By-Laws shall be determined as invalid or void for any reason, such determination shall not affect the validity of any other provision of the By-Laws.

ARTICLE XII

12.0 Sales of Equity by a Homeowner:

A member, who is a homeowner, in good standing may sell their membership:

- a) Back to TCC provided there is a waiting list of prospective members and the Club is financially able to make the repurchase or,
- b) Simultaneous with the sale of the home to the new owner or,
- c) Once a Member becomes deceased and the Club is financially able to make the repurchase or,
- d) Upon attaining the age of 80 years or after being declared permanently disabled provided the Club is financially able to make the repurchase. Members in good standing, in these circumstances, may elect to suspend their membership from the Club in lieu of immediate return of their equity by notifying the BOD in writing no earlier than ninety days prior to their 80th birthday. The member will retain their equity, without voting rights, but continue to use the Club facilities without any monthly_dues, assessments or minimum food obligations. At a future time, with ninety day notice, members may request a return of their equity or the Club may elect to return the Member's equity and the above redemption rule would apply. The Board of Directors will review and give consideration to special_circumstances.

12.1 Sale of Equity by a Non Homeowner:

A member, who is not a homeowner, in good standing can only sell their membership back to Timberlake Country Club provided there is a waiting list of prospective members and the Club is financially able to make the repurchase.

12.2 Conditions of membership redemption:

- a) The BOD will consider applications for redemption on a first come, first served basis.
- b) Members will be paid at market value if the member has been a member for ten years or more and 80% of market value for members with less than ten years,

- c) The Board may authorize that payments be made in a lump sum or in the form of quarterly installments over a three year period.

12.3 Definitions:

- a) Financially Able: For purposes of this section and its application to the return of equity to members, the term ‘financially able’ is defined as when: (i) The Club is current on all loan obligations, (ii) The Club has a cash balance of six months of operations expenses, and (iii) The Club has experienced a positive cash flow during the previous four (4) months.
- b) Market Value: Market Value is determined to be the Equity Membership cost at the time this option is exercised.

ARTICLE XIII

13.0 Fiscal year

The fiscal year of the Club shall be the calendar year.

ARTICLE XIV

14.0 Dissolution

Upon dissolution of the Corporation, the remaining assets shall be distributed to its members in proportion to their equity, or if it has no members, to those persons to whom the Corporation holds itself out as benefiting or serving.

ARTICLE XV

15.0 Glossary

For purposes of these bylaws, the following capitalized terms have the following meanings:

TCC means Timberlake Country Club, Inc also referred to as the Club

BOD means Board of Directors of TCC

GM means General Manager of TCC

EG means Equity Golf Member

PEG means Provisional Golf Member (closed classification)

LEG means Limited Equity Golf Member

ES means Equity Social member

LOA means Leave of Absence

“Good standing” is defined as being current on all dues, fees and charges due to the Club by the member.

Michelle Jowers Michelle Jowers

Tim Rast Tim Rast

Barbara Remick Barbara Remick

Michael Kletter Michael Kletter

Debbie Mishoe Debbie Mishoe

George Duke George Duke

Warren Kenney Warren Kenney

Jon Pierce Jon Pierce

Julie Nelson Julie Nelson

Ed Smith Ed Smith

Approve the revised by-laws approved 11/16/2011