

Amended Bylaws Seven Hills Club

September, 2018

Article I

Section 1. This Club shall be known as SEVEN HILLS CLUB.

Article II

Membership

Section 1. **Who may be members.** Any person who is a resident of the State of Tennessee and 18 years of age or older may become a member of this Club.

Section 2. **Classes of Membership.** Members of this Club will be divided into classes as follows:

A: **Family Memberships:** This membership shall consist of the head of the household, spouse, and immediate family members permanently residing at one address. Children in the family shall be afforded privileges of the club if they are full-time students.

B: **Adult Single Membership:** This membership is for a single adult without children or other immediate family members who will be using the Club facilities.

Section 3. **Privileges of Members.** All members are entitled to participate in all programs, activities and meetings of the Club, and to the use of the facilities maintained by the Club. Members are entitled to one vote per membership at all meetings of the Club, and to serve on any of its committees.

Either spouse of a membership may serve as an officer or director, but no more than one member of a household shall serve as an officer or director at the same time. Any number of people from the same household may at the same time be committee members.

Section 4. **Election to Membership.** The Board of Directors may elect any eligible applicant to membership and determine the classification of membership. Seven Hills Club will not discriminate on the basis of race, religion, sex or country of origin. Upon notice of election and payment of the initiation fee and current dues as determined by the Board of Directors, that applicant shall be deemed to be a member in good standing.

Section 5. **Suspension and Expulsion of members**

- A. The Board of Directors may suspend any member whose dues have become delinquent and remain unpaid for a period of 30 days . Notice of the suspension shall be given in writing. The member shall not thereafter be eligible to enjoy any of the privileges of membership until all delinquent dues, including dues accruing during the suspension, are paid.
- B. If any member has been suspended for failure to pay dues, and the suspension continues for a period of 2 months, the member may be expelled from membership by the Board of Directors, provided 30 days' notice be given the member of the proposed expulsion.
- C. If any member (adult or child) conducts themselves in a manner detrimental to the health, safety or welfare of the other club members after reasonable notice and hearing, the board of directors may expel the member.
- D. No member who has been expelled may be readmitted as a member except upon the affirmative vote of a majority of the board of directors. If expulsion was for nonpayment of dues, a condition of readmission shall be the payment of all dues owed at expulsion and dues accruing between the date of expulsion and the date of readmission.

Section 6 Resignation. Any member may resign at any time. All dues and fees accrued are due at the time of resignation. Notification of resignation must be in writing.

Section 7 Dues. Dues must be paid in full by March 1 of each year or by monthly written bank draft authorized by the member. The amount payable as dues for any class of members shall be set annually in the budget by the Board of Directors.

Article III

Board of Directors

Section 1. The management of the affairs of the Club shall be vested in a Board of Directors composed of 14 members. The Board of Directors will exercise management and control over the policy, program and affairs of the Club between membership meetings, subject only to directive of the prior membership meetings; to employ and fix the salaries of paid employees of the Club; and to approve the expenditures of funds of the Club. The Board of Directors may delegate management and control to the President, and/or to other members of the Board or employees or agents of the Club, between meetings of the Board.

Section 2. Directors shall be elected at the annual meeting of members (which meeting may take place either in person or electronically, with members voting either in person or by proxy, including electronic voting) and shall serve for three years each or until their successors are duly elected. A director shall be elected at the annual meeting to fill the unexpired term of each vacancy occurring during the year preceding such meeting and filled temporarily by the Board as set forth in Section 5 of this Article.

Directors serving at the time of adoption of these bylaws shall continue to serve until the expiration of their respective terms.

Section 3. The Board shall meet at such times and at such places as the President may direct. The President shall call a meeting upon the request of any three members of the Board. The Board may fix times and places for its regular meetings by resolution. The Board must meet at least once every two months.

Section 4. A majority of the Board shall constitute a quorum for any meeting. All decisions by the Board require a majority of the 14 available board positions (or eight yea votes).

Section 5. The Board shall fill any vacancy occurring therein, provided, however, that a director thus elected shall serve only until the next annual meeting of members.

Section 6. Board Attendance and Board Expulsion. Any board member in any capacity may be asked to resign from the Board after missing three consecutive meetings following notification of the delinquent board member.

Article IV.

Officers

Section 1. The officers of the Club shall consist of a President, a Vice-President (President-elect), a Secretary, and a Treasurer to be elected by the Board of Directors from the members of the Board.

Section 2. All officers shall serve for a term of two years each or until their successors are duly elected and qualified. The Board shall fill vacancies.

Article V.

Elections

Section 1. In advance of the annual meeting (which may take place in person or electronically) the Board shall determine the number of Board vacancies and invite members of the Club who are interested in Board service to submit their names for nomination. The Board may determine a recommended slate of candidates and submit said slate to the membership.

Section 2. At the annual meeting of members, any recommended slate shall be placed in nomination together with such other nominations as may be made. The number of nominees equal to the number of available board positions receiving the highest numbers of votes shall be declared elected directors for the ensuing three-year period.

Section 3. The election of directors shall be by secret ballot.

Section 4. Nominations to fill the unexpired term of vacancies in the Board shall be made by the Nominating Committee, if the President shall so direct, and as otherwise made at or prior to the annual meeting of members.

Article VI

Committees

Section 1. The Club shall have the following standing committees, to be appointed by the President with the approval of the Board of Directors.

- Tennis
- Swimming
- Membership
- Building and Grounds
- Activities/Social

Section 2. All standing committees shall be composed of as many members as the Board of Directors may from time to time prescribe.

Section 3. The board may establish additional standing or ad-hoc committees.

Article VII

Membership Meetings

Section 1. The annual meeting of the members of the Club shall be held on such date between as the President may designate. Special meetings of the membership may be called by the President or by a two-thirds' majority of the Board of Directors. Meetings may occur electronically (*i.e.* by email vote) or other means as is technologically feasible at the time.

Section 2. Ten percent of the membership of the club shall constitute a quorum for the transaction of business at any membership meeting. A quorum shall include those persons present and those voting by proxy.

Article VIII

Roberts' Rules of Order

Matters of procedure at any meeting of the membership, or of the Board of Directors, shall follow rules, which may be adopted by the Board. If no rules of procedure have been adopted, and if the matter is not provided for in the bylaws, the Roberts' Rules of Order shall govern.

Article IX

Resignations of Officers and Directors

Any director or officer of Seven Hills may at any time resign as such director or officer by giving written notice to the Board of Directors, the President, or the Secretary of the club. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Article X

Contracts, Loans, Checks, Drafts, Deposits, Etc.

Section 1. To the extent permitted by law, when authorized by the Board of Directors to do so, any officer or agent of Seven Hills Club thereunto authorized may effect loans and advances at any time for the Club from any bank, trust company or other institution or from any firm, corporation or individual and for such loans or advances may make, execute and deliver promissory notes, bonds, debentures, or other obligations of the Club and may pledge, hypothecate or transfer any securities or other property of the Club as security for any such loans or advances. Such authority may be general or confined to specific instances.

Section 2. All checks, drafts and other orders of the payment of money out of the funds of the Club and all bills of lading, warehouse receipts, and insurance certificate of the Club shall be signed on behalf of the Club in such manner as shall from time to time be determined by resolution of the Board of Directors. Club checks shall be signed in such manner determined by resolution of the Board of Directors.

Section 3. All funds of Seven Hills Club not otherwise employed shall be deposited from time to time to the credit of the club in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or agent of the club who such power may from time to time be delegated by the Board of Directors; and for the purpose of such deposit, the President, the Secretary or any other officer, agent or employee of Seven Hills Club to who such power may be delegated by the Board of Directors may endorse, assign and deliver checks, drafts and other orders for the payment of moneys which are payable to the order of Seven Hills Club.

Article XI

Corporate Seal

The Board of Directors of Seven Hills Club may adopt a corporate seal for the club and when so adopted and impressed on the margin hereof, the same shall be and constitute the corporate seal of this club, but unless and until such action be taken by the Board of Directors, this club shall have no corporate seal.

Article XII

Indemnification of Directors

To the extent permitted by Tennessee law, Seven Hills Club shall indemnify its directors and officers for the defense of any civil or criminal action or proceeding, and against all expenses incurred, fines, judgements and amounts paid in settlement thereof, whether such action or proceeding be instituted by or in the right of this club to procure a judgement in its favor, or by or in the right of any other corporation which such director or officer served in any capacity at the request of this club, provided that such action or proceeding to be instituted by reason of the fact that (1) such director or officer, his testator or intestate, is or was a director or officer of this club, or (2) such director or officer, his testator or in intestate, is or was a director or officer, in any such other corporation or served the same in any capacity.

Article XIII

Limitation of Memberships

There shall not be more than 475 memberships at any one time.

Article XIV

Visitors

Section 1. Any member shall have the privilege of introducing as a visitor to the club any person who is a friend, relative or houseguest.

Section 2. Any member may invite a non-member and extend the privileges of the club, provided that the member hosting each guest shall be required to pay the necessary guest fee. Such member shall immediately register his guest and his own name as introducer in the proper place kept for this purpose.

Section 3. When a member of the club is inviting six or more persons as his guests, he must first make a reservation with the Club Manager or other authorized personnel.

Section 4. Club members shall be responsible for the conduct of guests introduced by them.

Section 5. The Board of Directors shall set guest fees for non-member residents.

Article XV

House Rules

Section 1 **Club House.** The Club House and facilities will be open on such days and for such times as may be established by the Board of Directors. The Operations Manager shall notify the membership monthly in advance of the operating hours of the clubhouse and its facilities.

Section 2. **Parties and Entertainment.** Members may have special business or social meetings at the Club provided that reservations for such affairs are made with the Operations Manager and such affairs do not conflict with activities of the membership. The Board of Directors sets fees for private events.

A member shall be responsible for the fees and any breakage or damage to club property occurring by reason of the use of the club for a private party.

Reservations placed with the Operations Manager will be considered binding unless cancelled 24 hours prior to the scheduled events.

Section 3. **Tennis and Swim Rules.** Rules specifically relating to the use and operation of the tennis and swimming facility may be submitted for Board approval by the swim committee and the tennis committee for the respective activities.

Section 4. **Personal Conduct and Privileges.** Equal rights and privileges shall be accorded all club members.

Any person creating a disturbance on club property may be requested to leave by a director, an officer, the club manager or other authorized personnel.

The club shall not be responsible for injury to members, guests or visitors or for loss of, or damage to, their property in the club, grounds, or any of its facilities.

Parking of vehicles shall be in the parking area prescribed

No club property of any description may be removed from the club grounds.

Article XVI

Presidential Dues

The President shall not be required to pay annual dues for the year he or she is in office.

Article XVII

Alternative Board member

The non-voting position of Alternate Board Member shall be established for persons who want to attend Board meetings as a full member, but cannot because all positions are filled.

Amended Bylaws

These Bylaws may be amended, altered or repealed in whole or in part in any regular or special meeting of the Board of Directors regularly called; or by written consent as provided by Tennessee law and these Bylaws. Any amendments so adopted by the Board shall be placed on the ballot at the subsequent meeting of the Membership for ratification, and if not ratified by the Membership the prior version of the Bylaws shall be reverted to.

END OF BYLAWS

Pursuant to the authority of Tennessee Code Annotated, the foregoing amended bylaws, consisting of 17 articles are hereby adopted and approved as the bylaws of Seven Hills Club, and supersede the initial bylaws of Seven Hills Club adopted May 30, 1975, and the amended bylaws adopted February 24, 2003, and the amended bylaws adopted September 17, 2017.