

BYLAWS OF PARADISE COUNTRY CLUB, INC.

(As of March 7, 2006)

ARTICLE I

NAME, MISSION, AND OBJECTIVES OF CORPORATION

Section 1. Name. This Corporation shall be known as the Paradise Country Club, Inc., hereinafter called "Paradise" or the "Club."

Section 2. Mission. The mission of Paradise Country Club, Inc. is to organize and operate a safe, family-oriented, recreational club for the pleasure of its members.

Section 3. Objectives.

- Provide and maintain tennis courts, swimming pools, a boating pond, a softball field, and such other recreational, playground, and athletic facilities, as the Board of Directors may from time to time deem advisable.
- Provide for the enjoyment, entertainment, and recreational instruction of its members.
- Foster and promote good fellowship and family values.

ARTICLE II

MEMBERSHIP

Section 1. Eligibility. Any individual who subscribes to the mission of the Club may become a member of the Paradise Country Club, Inc. subject to compliance with these Bylaws. Membership shall be available without regard to race, creed, color, or national origin.

Section 2. Applicants. Persons may become members of Paradise Country Club, Inc. only upon favorable action by the Board of Directors of the Club after submitting an application to the Membership Director. The application must be reviewed, verified, signed by the Membership Director, and presented to the Board of Directors. The Board of Directors may, at its discretion, require an investigation of any prospective member, including a personal interview, prior to acting upon the membership application. After due investigation and approval, the Board of Directors, at a meeting duly called, shall act on the proposed new member

application. Election to membership shall be by a simple majority of the Board of Directors. All proceedings regarding election of members shall be strictly confidential. The Board of Directors may, from time to time, establish the maximum total Club memberships in order to avoid overcrowding, overuse of the Club facilities, and to maintain safety.

Section 3. Categories. The following categories of Club membership may be offered:

- Family membership shall include two adults and immediate family members living in the same household.
- Single Family membership shall include one adult and immediate family members living in the same household.
- Couple membership shall include two adults only, living in the same household, without children under the age of sixteen. Children sixteen years of age and older and other family members living in the same household may be admitted to the Club as defined by current guest policies.
- Single membership shall include any individual, eighteen years of age or older, without children under the age of sixteen. Children sixteen years of age and older and other family members living in the same household may be admitted to the Club as defined by current guest policies.
- Twenty-year membership shall include any membership entering the twenty-first year and be entitled to a thirty-three (33%) discount on its membership dues.

Proviso: The category of Associate Membership shall be eliminated and combined with, and called Couple Membership. The Couple Membership shall be billed at the Associate Membership rate effective December 1, 2006.

Section 4. Death of a Member. Upon the death of any adult person holding a membership (except a single membership), the membership shall automatically pass to the surviving adult member for the remainder of the membership.

Section 5. Membership Nontransferable. The membership and the rights and privileges of a member shall not be transferable.

Section 6. Vote. Each membership shall have only one vote at a meeting of the members.

Section 7. Membership as a Privilege. Membership in the Club is considered a privilege, not a right. Any individual knowingly misrepresenting their membership category shall be subject to expulsion in accordance with Article XI, Section 2.

ARTICLE III FEES AND DUES

Section 1. Initiation Fee. All activated applications for membership shall be accompanied by an initiation fee to be determined by the Board of Directors from time to time. This fee shall become the property of the Club in the event the applicant is accepted. In the event the applicant is not accepted, the fee shall be returned.

Section 2. Dues. Annual dues for each category of membership shall be established by a vote of the members at the Fall Semi-Annual Meeting. The Board of Directors shall make a recommendation concerning the dues to the membership. Written notice of its recommendation shall be sent to the members prior to each Fall Semi-Annual Meeting.

Section 3. Payment of Dues. The annual dues shall be payable in accordance with a payment schedule which shall be established by the Board of Directors each year. Said schedule shall be indicated on the yearly bills sent to the members and dues shall be paid to the Financial Secretary.

ARTICLE IV CAPITAL PROJECTS

Section 1. Capital Projects. Any capital projects in excess of \$100,000, excluding emergencies, shall require the project scope to be presented and voted on by the membership at a General or Special Meeting. Such vote shall only be valid if the specific item appears on the advanced agenda.

ARTICLE V GOVERNMENT

Section 1. Board of Directors. The general management of the Club shall be vested in the Board of Directors. The authority of the Board is constituted in a majority of those voting at a duly authorized meeting. The Board of Directors shall consist of the following positions:

Executive Officers

(Elected for One Year Terms)

President
Vice President
Treasurer
Recording Secretary
Facilities Manager (Appointed Position)
Legal Advisor (Appointed Position)

Board of Directors

(Elected for Two Year Terms)

Even Years

Communications Director
Financial Secretary
Programs Director
Swim Team Director

Odd Years

Gatehouse Director
Health & Safety/Insurance/Snack Bar Director
Membership Director
Tennis Program Director

The Immediate Past President of the Club for one year following the expiration of his/her term, as a non-voting member.

The Club Director, as a non-voting member.

Proviso: The structure of the Board of Directors shall commence December 1, 2006 (even years' positions) or December 1, 2007 (odd years' positions).

Section 2. Responsibilities of Executive Officers and Board of Directors.

- Meet regularly to set policy, oversee the operation of the Club, and maintain the facilities in accordance with the mission of the Club.
- Actively seek input from the membership and communicate the decisions of the Board.
- Hire and evaluate the Club Director and assign authority to appropriate Board members and staff to carry out staffing needs.
- Present an approved annual budget to the membership.
- Oversee and ensure the operations of the Club are carried out consistent with the budget.
- Fill vacancies of the Board of Directors in accordance with Article VIII, Sections 1, 2, and 3.
- Approve applicants for membership.
- Respond and act to resolve concerns from the membership.
- Maintain confidentiality and support Board decisions and policies and procedures of the Club.
- Set the annual calendar and hours of operation for the season.
- Perform other duties and responsibilities as deemed necessary.

Section 3. Duties of Executive Officers.

A. President

- Ensures the objectives of the Club are carried out by the Board of Directors and staff.
- Presides over all Board Meetings and General and Special Membership Meetings.
- Appoints the chairperson of all committees with Board approval.
- Be a member, ex officio, of all committees except the Nominating Committee.
- Recommends individuals for non-elected positions for approval by the Board, hereinafter called Appointed Officers.
- Has authority to sign checks on Club account(s).
- Facilitates annual budget preparations.
- Holds Club Director accountable for the overall daily operations of the Club.

B. Vice President

- Presides when the President is unable to be at a meeting or when the President has to step down from the chair because he or she wishes to debate an issue.
- Has authority to sign checks on Club account(s).
- Coordinates rentals for Club members.

C. Treasurer

- Manages finances of the Club. This shall include, but is not limited to, all receipts and disbursements as approved by the Board of Directors.
- Maintains records of receipts and disbursements and prepares financial statements.
- Provides financial records, statements, or any other documents when requested by the Board of Directors.
- Presents itemized financial statement report at Semi-Annual General Membership meetings of the Club.
- Has authority to sign checks on Club account(s).
- Works in conjunction with the Executive Board to prepare the annual budget.

D. Recording Secretary

- Records all minutes at Board Meetings, General Membership Meetings, Special Meetings, and other meetings as assigned.
- Makes available, at these meetings, all minutes from the past two years.
- Receives and responds to all Club correspondence as directed by the President of the Club or designee.
- Mails notice of forthcoming meetings to all members according to the Bylaws.
- Notifies members of their election to office or appointment to committees, and furnishes them with the necessary documents.
- Maintains the official documents of the Club, including (but not limited to) Bylaws, Rules and Regulations of the Club, and all correspondence.
- Keeps Bylaws and other governing documents up to date with any changes made through the amendment process.
- Types other documents as requested by the President or designee.

- E. Facilities Manager (Appointed Position)
 - Responsible for year-round maintenance, improvements, and repairs to all facilities so as to ensure the proper upkeep and continued operation of the Club.
 - Oversees the caretaker, the maintenance staff, and building and grounds contractors hired by the Club.
 - Supervises any activity pertaining to the grounds and Club facilities.
 - Supervises capital improvements performed by staff and outside contractors.
- F. Legal Advisor (Appointed Position)
 - Provides legal guidance and/or representation on any issue as deemed necessary by the Board of Directors.
 - Drafts and/or reviews contracts.
 - Provides current certificate of professional malpractice insurance.

Section 4. Duties of the Board of Directors.

- A. Communications Director
 - Publicizes the Club and events, both internal and external.
 - Manages content of Paradise website.
- B. Membership Director
 - Solicits and processes applications for membership to the Club and presents them for Board approval.
- C. Financial Secretary
 - Keeps accurate accounts of membership records.
 - Bills and collects all dues and fees from members.
- D. Gatehouse Director
 - Manages gatehouse staff and procedures.
 - Maintains all financial records of the gatehouse.
- E. Health & Safety/Insurance/Snack Bar Director
 - Oversees and evaluates all safety issues.
 - Implements and maintains all insurance policies for Paradise, including but not limited to: Liability, Health, Automobile, Directors' and Officers' Liability Insurance coverage, and Workers' Compensation.
 - Hires and supervises snack bar vendor.
 - Maintains snack bar facility.

- F. Program Director
 - Plans, implements, and supervises staff for recreational events for all members within an approved budget.
- G. Tennis Director
 - Oversees and promotes recreational tennis programs for all members in coordination with the tennis pro and staff within the approved budget.
 - Coordinates all aspects of the tennis grounds and facility.
- H. Swim Team Director
 - Oversees and promotes the swim team program in coordination with the swim coaches and staff within the approved budget.
- I. Immediate Past President
 - Ensures a smooth transition in the leadership of the Board from the immediate past president through his/her successor's first year in office.

ARTICLE VI NOMINATIONS OF THE BOARD OF DIRECTORS

Section 1. Nominating Committee. The purpose and duties of the Nominating Committee are to educate, recruit, identify, interview, and present a qualified candidate for positions on the Board as Officers and Directors of the Club. It shall consist of five (5) individuals who shall serve for one year commencing at the Summer Semi-Annual Meeting.

- The Chair shall be appointed by the President with Board approval.
- The remaining four (4) members shall be elected by a majority vote at the Summer Semi-Annual Meeting. Nominees must be present or have expressed a written interest in serving.
- The individual with the next highest number of votes shall be the designated alternate.
- Individuals included in a Board of Director's membership are not eligible to serve on the Nominating Committee.
- No member of the Nominating Committee shall be nominated for a Board position.
- No more than two (2) memberships on the Nominating Committee shall have served on the previous year's Nominating Committee.

- No membership shall serve on the Nominating Committee for more than three (3) consecutive years.
- Vacancies on the Nominating Committee shall be filled by the alternate or by the Committee Chairperson if the alternate is not available.

Proviso: The Nominating Committee shall commence as of July 2006 at the Summer Semi-Annual Meeting.

Section 2. Nominations.

- Postmarked at least thirty-five (35) days prior to the Fall Semi-Annual Meeting, the Recording Secretary or designee, having received the proposed slate from the Nominating Committee, shall notify members by mail, of the proposed slate, and date, time, and place of the Fall Semi-Annual meeting.
- At least twenty-five (25) days prior to the Fall Semi-Annual Meeting, a written nomination, that has been seconded in writing by another membership, for any position(s) opposing the proposed slate, must be delivered to the home of the Recording Secretary or designee. All persons nominated shall immediately be notified by the Recording Secretary.
- Postmarked at least fifteen (15) days prior to the Fall Semi-Annual Meeting, the Recording Secretary or designee shall notify all voting memberships of the names and qualifications of those persons nominated and those persons opposing the slate, and of the date, time, and place of the Fall Semi-Annual meeting. The second notice shall not be sent if there is no opposition to the proposed slate.

**ARTICLE VII
ELECTIONS OF EXECUTIVE OFFICERS AND DIRECTORS**

Section 1. Election of Executive Officers. The Executive Officers of the Club shall be elected by closed ballot at the Fall Semi-Annual Meeting. Each membership is entitled to only one vote for each Executive Officer to be elected. The candidate receiving the majority of the votes cast for each position shall be declared elected. The Recording Secretary shall cast one ballot for the unopposed positions on the slate.

- In the event of opposition to the slate, the Nominating Committee shall ensure that ballots are anonymous and each membership votes only once.

- Mail in absentee ballots, in order to be eligible, shall be postmarked no later than five (5) days prior to the Fall Semi-Annual Meeting and must be received prior to the meeting.

Section 2. Term of Elected Executive Officers. Each Executive Officer shall serve a one-year term commencing December 1st of the current calendar year. There shall be a limit of four (4) consecutive terms that any one individual may be elected to the same office.

Section 3. Term of Appointed Officers. Each Appointed Officer shall serve a one-year term commencing December 1st of the current calendar year. There shall be no term limit.

Section 4. Election of Board of Directors. The Board of Directors of the Club shall be elected by closed ballot at the Fall Semi-Annual Meeting. Each membership is entitled to only one vote for each Director to be elected. The candidate receiving the majority of votes cast for each position shall be declared elected. The Recording Secretary shall cast one ballot for the unopposed positions on the slate.

- In the event of opposition to the slate, the Nominating Committee shall ensure that ballots are anonymous and each membership votes only once.
- Mail in absentee ballots, in order to be eligible, shall be postmarked no later than five (5) days prior to the Fall Semi-Annual Meeting and must be received prior to the meeting.

Section 5. Term of Board of Directors. Four (4) of the Board of Directors shall be elected in even years and four (4) shall be elected in odd years. Each Director shall serve a two (2) year term commencing December 1st of the current calendar year. There shall be a limit of two (2) consecutive terms that any one individual may be elected to the same position.

Section 6. Eligibility. Any individual who subscribes to the mission and objectives of the Club may become a Director or Officer of Paradise Country Club. Only one individual per membership may serve concurrently on the Board of Directors. To be eligible to be elected President, an individual shall have served on the Board of Directors for at least two (2) years. To be eligible to be elected Vice President, an individual shall have served on the Board of Directors for at least one (1) year.

ARTICLE VIII VACANCIES

Section 1. Vacancy of an Elected Board Position. Should an elected Board position other than the President be vacated, the Nominating Committee shall convene to nominate candidates to the Board.

- The Recording Secretary or designee shall send a letter notifying the membership of said vacancy within two (2) weeks of said vacancy.
- Interested candidates must respond to the Recording Secretary or designee who shall notify the nominating chair or designee expressing their interest in said vacancy within seven (7) days of the above postmarked date.
- The Recording Secretary or designee shall confirm to the candidate that notification of interest was received.
- The Nominating Committee shall interview, select, and nominate a maximum of two (2) candidates to the Board for its approval prior to the next board meeting.
- In the event the Board does not approve a candidate, the President shall recommend an individual for said vacancy, subject to the approval of the Board.
- The approved candidate shall complete the unexpired term.
- Elections shall be by closed ballot.
- In the interim, duties created by the vacancy may be temporarily executed by a Board-appointed individual.

Proviso: The procedure for filling a vacancy of an Elected Board of Director's position shall commence as of July 2006 at the Summer Semi-Annual Meeting.

Section 2. Vacancy of Appointed Board Position. Should a vacancy occur in an appointed position, the President shall recommend an individual for said vacancy, subject to the approval of the Board.

Section 3. Vacancy in the Office of the President. Should a vacancy occur in the office of the President, the Vice President shall occupy that office and discharge the duties and responsibilities of the Presidency for the unexpired term.

ARTICLE IX COMPENSATION/REMUNERATION

Section 1. Board of Directors. The Board of Directors may receive reasonable compensation/remuneration as ratified by the majority of the membership present at a membership meeting. Such vote shall only be valid if the specific item appears on the advanced agenda.

Section 2. General Membership. The Board of Directors may allocate compensation to members. Amounts in excess of twenty-five percent of the dues for a full family membership shall be disclosed to the memberships present at the Fall Semi-Annual Meeting. Nothing in this section shall apply to vendors or require disclosure of names.

ARTICLE X MEETINGS

Section 1. General Membership Meetings.

- The Fall Semi-Annual Meeting shall be held during the month of October or November. A letter notifying the membership of the time, place, and agenda shall be postmarked at least thirty (30) days prior to the meeting.
- The Summer Semi-Annual Meeting shall be held during the month of July or August. A letter notifying the membership of the time, place, and agenda shall be postmarked at least ten (10) days prior to the meeting.

Section 2. Special Meeting of the General Membership. A Special Meeting of the General Membership may be called for the purpose of addressing a specific issue(s).

- The President may call a meeting on his/her own initiative.
- The President or Secretary shall call a meeting upon the written request of ten percent of the memberships to such officer. A letter notifying the membership of the time, place, and specific issue(s) shall be postmarked at least ten (10) days prior to the meeting.

Section 3. Quorum for General Membership Meetings. At all meetings of the general membership, either regular or special, thirty (30) memberships in good standing shall constitute a quorum. The quorum requirement shall be waived if twenty (20) or more memberships in good standing are in attendance at the meeting and the majority votes to waive the requirement.

Section 4. Lack of Quorum. If the quorum requirement as stated in Article X, Section 3 is not met or waived, the presiding officer shall adjourn the meeting to a fixed day and hour, but not more than thirty (30) days hence. No meeting with the same agenda shall be adjourned more than once.

Section 5. Meetings of the Board of Directors. Meetings of the Board of Directors may be called by the President's own initiative whenever it may be deemed necessary, but no less frequently than every two months. The Recording Secretary shall call a meeting upon the request of any two members of the Board of Directors.

Section 6. Quorum for Meetings of the Board of Directors/Absenteeism. A majority of the Board of Directors shall constitute a quorum. In the event any member of the Board of Directors is absent from three (3) duly noticed meetings in a calendar year without just cause, then he or she may be removed by a majority vote of the other members of the Board.

Section 7. Voting.

- Unless otherwise specified in these Bylaws, all matters before the General Membership shall be determined by the vote of the majority of those memberships present and voting. No member may vote by proxy.
- Unless otherwise specified in these Bylaws, all matters before the Board of Directors at a Board of Director's meeting shall be determined by the vote of the majority of the members present and voting. No member may vote by proxy.

Section 8. Committees. Committees shall be established to support the Board of Directors in carrying out the Mission of the Club. Committees may be formed by the Board or by the request of the membership with the approval of the Board.

- Committees shall be open to all members.
- Chairperson shall be appointed by the President with Board approval.
- Committees shall report and make recommendations to the Board for consideration and approval.
- Committees shall present a report at General Membership meetings.

ARTICLE XI RULES AND REGULATIONS FOR MEMBERS AND GUESTS

Section 1. Rights to Use Facilities. No person, except a member of the Club, guest of a Club member, or an individual with a school rental or with staff privileges, shall use any waters, properties, or facilities owned or operated by the Club.

Section 2. Expulsion.

- Any member whose conduct while using the waters, properties, or facilities owned or operated by the Club is, in the opinion of the Board of Directors, detrimental to the welfare of the Club may be expelled from membership by a vote of three-fourths (3/4) of the members of the Board of Directors at a Board of Director's meeting.
- Any member charged with conduct detrimental to the welfare of the Club shall be given due written notice of the specific charges against them and shall be given an opportunity to be heard by the Board prior to any decision regarding expulsion.

Section 3. Additional Rules and Regulations. The Board of Directors may establish, publicize, and enforce any and all additional rules and regulations deemed advisable and necessary for the betterment of the Club.

ARTICLE XII PROVISIONS OF ALCOHOLIC BEVERAGES

Section 1. Alcohol Policy. Paradise Country Club, Inc. is prohibited from purchasing, selling, or dispensing any alcoholic beverage.

ARTICLE XIII AMENDMENTS

Section 1. Amendments. These Bylaws may only be amended by a two-thirds (2/3) vote of the memberships present and voting at a General or Special Meeting of the Club, provided notice of the proposed amendment(s) appears on the advanced agenda.

ARTICLE XIV
ROBERT'S RULES OF ORDER

Section 1. Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of this Club.