

Revised March 27, 2021

**BY-LAWS OF THE SOUTH SHORE SWIMMING
CLUB, INC.**

(Incorporated Under the Laws of the State of New York)

ARTICLE I

NAME

The name of the Club shall be THE SOUTH SHORE SWIMMING CLUB, INC.

ARTICLE II

OBJECT

The purpose for which this club is formed is to promote the health and general welfare of its members, and in pursuance thereof to construct, own and operate a swimming pool and other recreational facilities, together with such objects as are appropriate in the conduct of its activities, in the County of Richmond and State of New York, for the exclusive use of its members and of their families and guests.

ARTICLE III

GOVERNMENT

Section 1 The club shall be managed by a Board of Directors, fifteen (15) in number, all of whom shall be of full age and at least one of whom shall be a citizen of the United States and a resident of the State of New York.

Section 2 Directors must be Certificate Members in good standing of the Club for at least three (3) years. Any Director who shall cease to be a Certificate Member in good standing shall automatically cease to be a member of the Board of Directors. There may be no more than one member on the Board representing one Certificate number at any time. Each Board member must represent a Certificate number different than all other Board Members.

Section 3 Directors shall be elected by the membership for a term of three (3) years and may seek a second consecutive three (3) year term. At the Annual Meeting each year, one third of the Board of Directors shall be elected.

No member shall be elected to serve more than two consecutive three year terms and no member who has served as a director for more than eighteen (18) months of a term to which some other member was elected shall be elected to serve more than one additional, consecutive three year term.

Upon completion of two consecutive three (3) year terms or more than eighteen (18) months of an unexpired term of another director and one full three (3) year term, the director shall be ineligible to serve as a director for one year.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 Consistent with the law and these By-Laws, the Board of Directors shall:

A. Elect club members and officers.

B. Fix and establish initiation fees.

C. Fix and establish dues consistent with the Annual Budget as adopted by the general membership at each Annual Meeting.

D. Transact all Club business and make and amend Rules for the regulation of the use of Club property including all activities run by club members. The Board may also appoint and remove such officers, agents, servants and employees as it may deem necessary and fix their dues and compensations.

E. Fix, impose and remit penalties for violations of these By-Laws and Rules and Regulations of the Club.

F. Fill any vacancy in the Board of Directors by a majority vote of the Directors then in office, though less than a quorum. A Director so elected shall serve for the unexpired term of the vacant Directorship. Upon completion of the term to which they were appointed, the appointed director shall not be prohibited from immediately seeking election to a full three (3) year term of office consistent with Article III, Section 3 of these bylaws.

Section 2 The Board of Directors must convey any offer to purchase all, or any part of, the real property of the Club to the entire certificate membership and may, by a vote of two-thirds of the whole number of the Board, recommend the purchase of real property or the sale, mortgaging or leasing of the real property of the Club in accordance with Section 510(1) of the Not-For-Profit Corporation Law of the State of New York which requires a two-thirds vote of the entire membership at an annual or special meeting of the entire certificate membership to accept any such offer or recommendation.

Section 3 The Board of Directors shall designate a bank or banks in which the funds of the Club shall be deposited and shall determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed.

Section 4A The Board of Directors shall cause the books of the Club to be audited annually by Certified Public Accountants who shall be neither Directors nor Officers of the Club, and the report shall be available to the Certificate Members at all times.

Section 4B The Board of Directors, at the January Board Meeting, shall appoint an Audit Committee, comprised of three (3) Certificate Members and two (2) Board Members to review the order of the Treasury Records of the Club.

Section 5 The Board of Directors shall designate a lawyer or lawyers, who are not members of, or affiliated with the Club, to be on retainer to advise on any legal issues as they may arise.

Section 6 The Board of Directors shall present at each Annual Meeting a Financial Report including a Statement of Condition showing the assets, liabilities, and equities of the Club, as well as an Operating Statement for the last fiscal year.

Section 7 Any Director may be removed from Office, at any Annual or Special Meeting, by a two-thirds majority vote of the entire Certificate Membership, either present or by proxy or a two-thirds vote of the entire Board either present or by proxy.

Section 8 In addition to the powers expressly conferred by these By-Laws upon the Board of Directors, it may exercise such powers and such lawful acts and things as are not by Statute or the Certificate of Incorporation or by these By-Laws required to be exercised by Certificate Members or Officers, provided such transactions are not opposed to or in derogation of the purpose and aims of the Club as recited in ARTICLE II.

Section 9 Nothing in these By-Laws shall be construed to permit the Board of Directors to contract for any obligation, or series of obligations, for capital improvements in any one club fiscal year which in the aggregate exceeds twenty-five thousand (\$25,000) dollars, without specific approval of a majority of the Certificate Membership voting at a duly held Annual or Special Meeting of the Certificate Members.

Section 10. Each member of the Board of Directors will sign an Agreement of Confidentiality of Personal Information annually. Failure to abide by the Agreement may result in the removal of the Director from the Board of Directors.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 1 The Board of Directors shall meet at least once a month and at such other times and intervals as it may deem necessary.

Section 2 The Board meetings shall be held at such place or places, within the State of New York, County of Richmond, as it may from time to time determine.

Section 3 Special Meetings of the Board of Directors may be called by the President or by the Secretary upon request of five (5) members of the Board.

Section 4 Notice of Regular or Special Meetings of the Board shall be given to each Director at least five (5) days before the date of the meetings in so far as practicable. The notice shall state the time and place of the meeting. Notice of a Special Meeting shall also state its purpose.

Section 5 Neglect by a Director to attend three (3) duly called meetings of the Board in a calendar year, without obtaining the approval of the Board for such absences, shall constitute a refusal to serve and be considered a tender of her/his resignation. The Board will determine the absence to be excused or unexcused and that determination shall be recorded in the minutes of the meeting. Neglect by a Director to attend six (6) duly called meetings of the board in a calendar year, shall represent that Director's inability to serve and will also be considered a tender of his/her resignation.

Section 5A Director's attendance at meetings shall be posted quarterly on the Club website.

Section 6 Every meeting of the Board shall be called to order by the President, or, in his absence by the Vice-President, or by the Secretary, or in their absence, by any Director.

Section 7 Eight (8) Directors present at a Directors Meeting shall constitute a quorum. Attendance via video conferencing is acceptable when necessary.

ARTICLE VI OFFICERS

Section 1 The officers of the Club shall be a President, Vice-President, Secretary, Treasurer, Financial Secretary, and Privacy Officer. The officers shall be elected annually by the Board of Directors at its organizational meeting which will be held within thirty (30) days immediately

following the Annual Meeting, and shall hold office until the corresponding meeting in the next year or until a successor is elected. Any vacancy in any office shall be filled for the unexpired portion of the term by the Board of Directors at any Regular or Special Meeting. All officers shall be chosen from the Board of Directors. No person may hold more than one office except for the Privacy Officer who may also hold another position on the Board of Directors. No one may be an Officer without being a Certificate Member of the Club in good standing.

Section 2 The President shall preside at the meetings of the Club and of the Board of Directors. He shall be the Chief Executive and Administrative Officer of the Club. He shall appoint Committees other than the Nominating Committee and define their powers and duties. He shall also be Ex-Officio a member of all committees with the exception of the Nominating Committee. The Vice-President shall, in the absence of the President, perform all duties of and have power of the President. The Vice-President shall exercise such power and perform such duties as may be assigned to him by the Board of Directors or by the President.

Section 3 The Secretary shall give notice of the Meetings of the Club and of the Board of Directors, keep the minutes and attend to the correspondence of the Club. He shall be the custodian of the records. He shall exercise such other powers and duties as may be assigned to him by the Board or President, and have custody of the Corporate Seal.

Section 4A The Treasurer of the Club shall keep the accounts of the Club, and deposit it in the name of the Club all funds of the Club received by him, in such depository as may be authorized by the Board. He shall be bonded in an amount no less than \$50,000. All officers authorized to issue checks shall be bonded in an amount not less than \$10,000. The Treasurer shall pay the bills of the Club as approved by the Board of any Committee authorized by the Board to incur them. He shall perform such other duties as may be asked of him by the President or the Board. All checks must be signed by the Treasurer and at least one other Officer of the Board, or by two officers of the Board, duly authorized to act in the absence of the Treasurer.

Section 4B The Financial Secretary shall collect the dues, guest fees and fines and penalties related thereto due to the Club.

Section 5 The Board of Directors may from time to time establish such other officers as are deemed necessary for the efficient operation of the Club.

Section 6 There shall be no compensation received for services rendered by the Members of the Board of Directors or any Officer of the Club while acting in their capacities.

Section 7. The Privacy Officer shall oversee the enforcement of the Club's Privacy policy. Any officer/director may also serve as the Privacy Officer in addition to his assigned position.

ARTICLE VII MEMBERSHIP

Section 1 The number of Certificate Memberships of the Club shall be limited to Four Hundred Twenty Five (425) Member Units divided in two classes: Three Hundred and Seventy Five (375) Family Member Units and Fifty (50) Single Member Units. If by May 15 any Single

Member Unit cannot be filled, that unit can be temporarily converted to a Family Unit Membership at the discretion of the Board of Directors.

If a current Family membership wishes to convert to a Single membership for which he or she is otherwise eligible, such applicant shall be placed at the top of the Single membership waiting list subject to any other person given priority by any other provision of the by-laws.

Section 2A Membership in the Club shall consist of Single Member Units and Family Member Units. A Single Member shall be, at least, 18 years of age, unmarried, widowed, divorced or legally separated and who has no children under 21 years of age living with him or her. A Family member unit shall consist of the members and their children less than 21 years of age by May 30th. The Family member unit shall also include any child over 21 years of age, if shown, upon satisfactory proof, that the child is a full-time student, in full-time military service or is a person, who as a result of a physical or mental disability, qualifies as a dependent under the Internal Revenue Code. A Family member unit shall also include the children of a divorced or separated spouse who, at the time of the divorce or separation, were included as members of the Family membership unit of the member and the divorced or separated spouse. Members who qualified as a Family Member Unit but whose circumstances have changed due to death or divorce shall automatically retain their Family Membership Unit. Members who qualify as a Family Member Unit but whose circumstances have changed due to the permanent placement of a spouse in a skilled nursing facility, shall be allowed to change to a Single Membership provided they meet the requirements of single membership.

Section 2B Any Family or Single membership unit with no children in the household shall be entitled to a special membership for up to three grandchildren until the grandchild[ren] reach the age of twenty-one (21).

Section 2C Married children of a Family Membership shall not be included in the Family Membership Unit and shall enjoy club privileges as guests only.

Section 2D Family membership units may add Associate members for a member's parent or for a member's child who is over 21 years of age by May 30th. Such associate member must live at the members' residence. Upon payment of the annual dues as set by the Board of Directors, such Associate member shall enjoy Club privileges and as such is allowed to sign in guests. An Associate member shall not hold an ownership interest in the Club.

Section 2E A Member upon fulfilling the following requirements concerning changes in marital status shall have extended to him all the privileges of the new category of membership, single or family, to be newly acquired; effective as of the date of said change.

1. Notification in writing must be made to the Board of Directors of any change in marital status not later than thirty (30) days after said change. If the change results from a legal separation or dissolution of marriage, then both spouses shall notify the Board of Directors within sixty (60) days of such change on a joint form signed and acknowledged to be provided upon request from the Club. The notification shall state the nature and date of change, designate which spouse, if either, proposes to continue as a member and which shall withdraw, represent that all rights to and equity in any outstanding certificate shall be the property of the remaining spouse and agree to hold the Club harmless in any dispute arising between the spouses relative to Club Membership. Failure to comply with this condition may be grounds for terminating Membership.

2. Investigation and approval by the Board of Directors is reserved. Upon meeting the above requirements, the Member shall then be eligible to fill the first vacancy in his respective new membership category, except that no single member shall be eligible to transfer to the Preferred Family Waiting List unless he has been a Single Member for two (2) years.

Section 2F Cards issued to dependent members on or before May 30th will remain in full force and effect until October 1st of that year.

Section 2G Family Member Units' children who marry, upon written application to, investigation and approval by the Board of Directors shall become eligible to fill vacancies in the Family Membership category not utilized pursuant to Section 2E. Under the same conditions, children of Family Members who are Single as per Section 2A shall become eligible to fill vacancies in the Single Membership category not utilized pursuant to Section 2E. This provision applies only to those children of Family Members who were at one time members of the Club with the status of dependent children under the age of 21. The right of dependents of current members to apply for membership without going through the regular list shall be exercisable once only.

Section 2H Family Member Units parents who have given up their membership to become an Associate or Senior Guest on their child's membership shall become eligible to fill vacancies in the Single or Family Membership category. This provision applies only to those parents of Family Members who were at one time members of the Club for a minimum of five (5) years. The right of parents of current members to apply for a full membership without going through the regular list shall be exercisable only once.

Section 3 The Board of Directors shall vote upon the admission to the Club of each proposed member and confer membership upon those who shall be approved by at least three-fourths of the Directors present.

Section 3A Any new membership will be placed on a two (2) year probationary period. Any violation of the rules or By-Laws could result in termination of membership in the Club. The new membership is also not permitted to sponsor any new memberships into the Club for the same two (2) year period.

Section 4 Any member of any class may be suspended by a vote of (2/3) two-thirds of the entire Board of Directors, or expelled by a vote of three-fourths (3/4) of the entire Board of Directors.

Prior to any such action, the member must be notified by mail, return receipt requested, of the time and place of the Board's meeting. The notice must advise the member that he or she will have the opportunity to be heard by the Board before any action is taken.

Cause shall, in general, consist of a violation of the by-laws, the rules and regulations of the club and other inappropriate conduct including a conviction of a crime or a finding of juvenile delinquency in any court and knowingly allowing any person including a member of a Family membership unit, an Associate member or any guest with such conviction or finding to enter the grounds of the Club. If any such person has a conviction or a finding, it shall be presumed that the member had knowledge of the conviction or finding when the person entered the grounds of the Club.

A conviction shall include an adjudication as a youthful offender or its equivalent and a finding of juvenile delinquency in any court.

A member of the Board of Directors may suspend a member for a period of forty-eight (48) hours for cause. Any such suspension may be extended if the Board member obtains the concurrence of four other members of the Board. Upon the concurrence of four additional Board members, the suspension shall remain in effect until the next regularly scheduled Board meeting or until the suspended member requests, in writing, a special meeting of the Board of Directors. The Board member must report, in writing, his or her action including the reason, and, if applicable, the names of the four concurring Directors to the Club's Secretary.

The member shall be informed, in writing, that the suspension has been extended.

At the special meeting of the Board of Directors or at the next regularly scheduled Board meeting, the Board of Directors may extend the member's suspension or expel the member by a vote of three-fourths (3/4) of the Board of Directors by the procedures indicated above. If the Board does not take action by the next regularly scheduled Board Meeting, the member's privileges shall be restored immediately.

Section 5 The Board of Directors at its discretion may extend temporarily the privileges of the Club to any person or persons; and also establish rules regarding the number of guests each member may entertain and under what conditions and at what fees.

Section 6 Each Certificate Membership Unit in good standing shall be entitled to one vote.

Section 7 Request for termination of Membership in the Club shall be submitted in writing and signed by the parties named in the Certificate. The Certificate must be surrendered.

ARTICLE VIII DUES AND FEES

Section 1A The Board of Directors, at its first meeting after the Annual Meeting, shall establish dues for each class of membership for the ensuing year. Dues shall be sufficient to provide for the necessary operating expenses of the Club and the proper maintenance of its property, and such dues shall be payable April 15th of each year.

Section 1B If a member elects to resign from the Club, a resignation letter must be postmarked by April 15th of that year. If this deadline is not met, the resignation will not be accepted as timely and the required dues for the season must be paid pursuant to Article VIII, Section 7.

Section 1C No dues or part thereof shall be refunded in the event the pool operations are required to be suspended for any period.

Section 2 All Candidates accepted for Certificate Membership in the Club shall be required to pay an application fee as set by the Board of Directors which shall accompany the application for Certificate Membership. An Associate Member shall not be required to pay an application fee.

Section 3A All Family Member Units accepted into membership shall, within a time set by the Board of Directors, as a condition of membership, be required to purchase a Certificate of Membership in the South Shore Swimming Club, Inc. in the amount of \$2,500.00. All Single Member Units accepted into membership shall within a time set by the Board of Directors, as a condition of membership, be required to purchase a Certificate of Membership in the South Shore Swimming Club, Inc. in the amount of \$2,200.00.

Section 3B The amount of the certificate set forth in Section 3A shall be the value of any certificate issued after the date of the adoption of this by-law and of all outstanding certificates whose holders have paid the certificate increase of July 2003 and any other previous increases.

Section 4 Certificates shall not be transferable and shall contain an appropriate notation to that effect on the face thereof. In the event of death of either spouse or registered domestic partner in a Family Membership, the rights and privileges of Membership shall continue as heretofore with respect to the surviving spouse or registered domestic partner and remaining members of such Family Membership. In the event of death of both spouses or registered domestic partners of a Family Membership, in a common disaster, or in those instances where there is only one spouse or registered domestic partner having rights and privileges in the Club, under a Family Membership, and such spouse or registered domestic partner should die, the rights and privileges of Membership shall cease as respects any and all surviving members of such Family Membership. However, any surviving dependent child will be given a one time opportunity upon attaining the age of 18 or over of being added to the Preferred Family Waiting List under the same conditions as spelled out in Article VII, Section 2G. In the event of the death of the holder of a Single Membership, the rights and privileges of such Membership shall cease. Except for payment as hereinafter provided, each Certificate shall become null and void upon the date that the holder thereof ceases to be a Member for any cause. The time and manner in which the holder shall be paid the value of his Certificate, subject to the provisions of Section 7 hereof, shall be determined by the Board of Directors, provided, however, that each Certificate shall be redeemed in the chronological order in which the Memberships terminate, and as soon as payment is received from an incoming member.

Section 5 In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Club, the Certificate shall be a lien 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 then value of the Certificates as fixed by these By-Laws, subject to set off all debts, dues and obligations owed by the holder to the Club. After payment of all Certificates outstanding upon the effective dissolution of the Club, the surplus remaining shall be paid and distributed pro rata share (value of Member's subscription; total value of Members subscriptions) among the then Membership of the Club.

Section 6 Any member of any class failing to pay dues or indebtedness before the first (1st) day of the month following that in which a statement of his indebtedness shall have been sent to him by the Financial Secretary shall be notified that if such indebtedness shall not be paid within fifteen (15) days after the sending of such notice he shall cease to be a Member of the Club. The Directors in their discretion may reinstate any member upon request and payment of all indebtedness to the Club. The Directors may establish a schedule of fines for late payment of dues or other charges.

Section 7 Upon cessation of Membership for any cause, all indebtedness owing to the Club by such Member shall be a lien upon and charged against his Certificate, and the Certificate may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the Certificate, it may be canceled on the books of the Club and a new Certificate issued in place thereof to a newly elected Member on payment by him to the Club of the then value of a Certificate as fixed by the By-Laws. In the case of the enforcement of a lien, as above herein provided, neither the signature of the holder nor the delivery of the Certificate shall

be requisite to perfect the transfer to the Club, or to a new possessor, and the Treasurer of the Club for the time being is hereby authorized, as attorney of the holder of such Certificate, to make such transfer. Every Certificate issued is expressly subject to the provisions of this section and article.

Section 8 Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their families to whom the privileges of the Club have been extended, and for all charges or liabilities imposed upon or incurred by their guests.

Section 9 All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State, City and other Governmental bodies and agencies.

ARTICLE IX MEETINGS

Section 1 The Annual Meeting of the Club shall be held during the month of March in each year at such place and time as the Board of Directors may determine. Notice of the Annual Meeting shall be given by mail or email to all Certificate Members at least seven (7) days prior thereto. The notice of the Annual Meeting shall include the names of the candidates nominated. The Annual Meeting shall be for the purpose of electing Directors, presenting committee reports (including the Annual Budget) and the transaction of such other business as may be indicated in the notice or may be brought before the meeting.

Section 1A. An informational meeting of the Club shall be held each year during the month of September at a time and place to be designated by the Board of Directors for the sole and exclusive purposes of updating the membership about issues and concerns relevant to the membership. Notice of this meeting shall be given in a manner to be determined by the Board of Directors.

Section 2 Special Meetings of the Club may be called by the Board of Directors upon seven (7) days notice by mail or email to all Certificate Members. The notice shall state the purpose for which the Special Meeting is called and no other business shall be transacted thereat except as raised by the Presiding Officer of the Board of Directors. Also, upon written request of ten percent (10%) of the Certificate Members in good standing to the Secretary stating the purpose thereof, a Special Meeting shall be called by the Secretary within thirty (30) days, unless such request is withdrawn within ten (10) days.

Section 3 Only a Certificate Member in good standing shall be entitled to vote at meetings of the Club. Any Certificate Member may be represented by proxy at the Annual Meeting if unable to attend in person. Voting may be via voice. However, ten percent (10%) of the Certificate Members, including those represented by proxy, shall have the right to demand voting by roll call. For the contested election of Directors, secret ballots shall be provided. For purposes of voting, no Certificate member in attendance may exercise the proxy of more than ten (10) Certificate members. In lieu of Proxy, A Certificate Member in good standing may cast their vote via email so long as the subject of the vote has been represented to the membership via email or U.S. mail at least seven (7) days prior to the date voting is to commence. The email containing the vote must be sent from the email address the voting information was originally sent to. All email voting will be made available to the membership.

Section 3A In the event that an in-person, Annual Meeting of the Club is forbidden by Law or Act of God, and the technology and resources are available, the Board of Directors may, at its discretion and with a two-thirds (2/3) majority vote of the Directors, conduct the meeting virtually via the Internet or other common means. In this case, all voting will be cast via email and the voting records will be made available to the Membership.

Section 4 Fifty (50) Certificate Member in person shall constitute a quorum at Club Meetings unless forbidden by Law or Act of God, in which case a virtual attendance (or a mix of in-person and virtual attendance) of fifty (50) Certificate Members shall constitute a quorum.

Section 5 Whenever in these By-Laws notice to Certificate Members is required, the mailing of such notice to the last known address of each Certificate Member shall constitute notice.

ARTICLE X NOMINATION

Section 1 The Board of Directors shall appoint a Nominating Committee composed of two (2) Members of the Board and three (3) other certificate members to present all members in good standing as nominee candidates for vacancies on the Board of Directors. The Members selected to serve on the Nominating Committee shall be made known in writing to the Certificate Membership by the Secretary by January 15th by mail or email.

ARTICLE XI BY-LAWS

Repeal or amendment of any of the By-Laws of the Club may be accomplished in the following manners:

A. The President shall appoint at the September Board of Directors Meeting a By-laws Committee composed of at least seven (7) Certificate Members of the Club, four (4) of whom shall be from the Board of Directors. Two (2) Board of Directors and two (2) Certificate Members must be present at the Committee Meeting. The members selected to serve on the By-Laws Committee shall be made known in writing to the Certificate Membership by the Secretary by October 15th. Members must submit suggested revisions by November 1st. The Committee shall present its suggested revisions to the Board of Directors by November 30th each year.

B. Under the terms as outlined in Article IX, Section 2 (Special Meeting) all such revisions shall be presented in writing to the Certificate Membership prior to the Annual Meeting or Special Meeting for ratification at said Meeting. All revisions shall require the affirmative vote of at least two-thirds of the Certificate Members present and those represented by proxy.

Members who submit suggested By-Laws revisions to the By-Laws Committee by manner A must be notified of the action taken by the Committee either of acceptance or of rejection of said suggestion by December 15th. Any Member whose suggestion has been rejected may present to the Board of Directors in support of his suggestion a petition signed by seventy-five (75) Certificate Members. Upon presentation of this petition to the Board of Directors the suggested By-Laws revision must be presented to the Membership to be voted on.

ARTICLE XII

MISCELLANEOUS

Section 1 Each Director, Officer and employee of the Club shall be indemnified by the Club against reasonable expenses, including attorney's fees, actually and necessarily incurred by him whether then in office or employed by the Club or not, in connection with any action, suit or proceeding (including any settlement or compromise thereof with the approval of the court) to which he may be made or named as a party by reason of his being or having been a Director, Officer, employee of the Club, except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall extend to the heirs, executors and administrators may be entitled as a matter of law.

Section 2 The Seal of the Club shall be circular in form and shall bear the name of the Club.

Section 3 Any questions as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

Section 4 Any Member of the Club, individually or as a partner of a firm, or as an officer of a corporation may be permitted to supply any work, labor, or service or merchandise to the Club for a profit, under the same rules and regulations as would apply to any other individual, firm or corporation with which it conducts business. Any payment in excess of \$1,000 made to a Board Member or the relative of a Board Member shall be disclosed on a quarterly basis to the membership by posting on the Club website.

Section 5 The standing rules of Directors and Membership Meetings shall be:

1. Call to order.
2. Minutes of previous regular meeting.
3. Correspondence.
4. Treasurer's Report.
5. Reports of Standing Committees.
6. Reports of Special Committees.
7. Old business.
8. New Business.
9. Adjournment.

Section 6 Robert's Rules of Order (Revised Edition) shall govern in all cases wherein they do not conflict with the laws for the Not-for-Profit Corporations Law or the By-Laws of the Club.

Section 7 Whenever used in these By-Laws words of the masculine gender shall include the feminine.

Section 8 All correspondence to membership will be by e-mail or mail to the member's last known address.

ARTICLE XIII

INCOME AND EXPENSE COMMITTEE

Section 1 The Board of Directors shall appoint an Income and Expense Committee at the March Membership meeting comprised of Two (2) Directors and Four (4) Certificate Members. The Income and Expense Committee will be permitted to access records and accounts of the Club to facilitate an internal audit of income and expenses. The Income and Expense Committee will count verification of membership status and reconciliation of dues payment records among its tasks. The Income and Expense Committee will be provided routine access to the Club's accounts for review of receivables/payables. The Income and Expense Committee shall make inquiries of the Board of Directors concerning Club expenditures. The Income and Expense Committee will make periodic reports of their activities and findings to the membership at large