

**BY-LAWS
ENCHANTMENT ACTIVE ADULT CLUB**

ARTICLE I:

NAME AND ORGANIZATION: THE NAME OF THE CLUB SHALL BE ENCHANTMENT ACTIVE ADULT CLUB.

ARTICLE II:

MEMBERSHIP: MEMBERSHIP IS OPEN TO ALL HOMEOWNERS BELONGING TO THE ENCHANTMENT AT HAMILTON HOMEOWNERS ASSOCIATION (THE ASSOCIATION) AND ANY OTHER RESIDENT WHO RESIDES IN THE HOME WITH THE HOMEOWNER. MEMBERSHIP MAY BE DENIED OR REVOKED AT ANY TIME BY THE CLUB'S OFFICERS. ADMISSION TO THE MEMBERSHIP WILL BE MADE WITHOUT REGARD TO SEX, RACE, CREED, COLOR OR RELIGION.

ALL MEMBERS MUST REMAIN AT ALL TIMES IN GOOD STANDING. A MEMBER IN "GOOD STANDING" SHALL BE DEFINED AS A MEMBER WHO HAS PAID ALL DUES IMPOSED BY THE CLUB, IF ANY, AND WHO IS IN COMPLIANCE WITH ALL RULES AND REGULATIONS OF MEMBERSHIP.

THE MAJORITY OF THE MEMBERS OF THE ENCHANTMENT ACTIVE ADULT CLUB WILL BE COMPRISED OF PERSONS AGE 62 OR OLDER. THE PURPOSE OF THIS PROVISION IS TO ENSURE THAT THE CLUB CONTINUES TO BE PREDOMINANTLY COMPRISED OF PERSONS AGE 62 OR OLDER.

ARTICLE III:

PURPOSE: THE CLUB IS FORMED SO THAT ITS MEMBERS CAN PROVIDE RECREATIONAL, SOCIAL, EDUCATIONAL, AND INFORMATIONAL ACTIVITIES, INCLUDING, BUT NOT LIMITED TO, LEGALIZED GAMES OF CHANCE FOR ITS MEMBERS. THE CLUB ALSO SUPPORTS CHARITABLE COMMUNITY ACTIVITIES.

ARTICLE IV:

OFFICERS: THE OFFICERS OF THE CLUB SHALL BE ELECTED ANNUALLY AND CONSIST OF FIVE PERSONS: A PRESIDENT, VICE PRESIDENT, ASSISTANT VICE PRESIDENT, SECRETARY, AND TREASURER. EACH OFFICER SHALL SERVE A TERM OF ONE YEAR AND UNTIL HIS SUCCESSOR HAS BEEN ELECTED OR APPOINTED. OFFICERS MAY BE ELECTED TO SUCCESSIVE TERMS. NO COMPENSATION SHALL BE PAID TO ANY OFFICER

OR MEMBER. HOWEVER, NOTHING SHALL PREVENT ANY OFFICER OR MEMBER FROM BEING REIMBURSED FOR OUT OF POCKET EXPENSES, PROVIDED THAT ANY SUCH EXPENSE SHALL HAVE BEEN AUTHORIZED IN ADVANCE BY THE OFFICERS.

THE CLUB SHALL BE MANAGED BY THE OFFICERS SUBJECT TO THESE BY-LAWS AND ANY OTHER RULES AND REGULATIONS OF THE CLUB AND ITS MAINTENANCE AS A SENIOR CLUB.

SECTION 4-1: DUTIES OF OFFICERS

PRESIDENT: THE PRESIDENT SHALL PRESIDE AT ALL OFFICERS' MEETINGS. THE PRESIDENT SHALL HAVE THE GENERAL POWERS AND DUTIES USUALLY VESTED IN THE OFFICE OF A PRESIDENT. THE PRESIDENT SHALL BE A VOTING MEMBER OF ALL COMMITTEES. THE PRESIDENT SHALL GIVE, OR CAUSE TO BE GIVEN NOTICE OF ALL MEETINGS OF THE OFFICERS.

VICE PRESIDENT: THE VICE PRESIDENT SHALL SERVE IN THE POSITION OF THE PRESIDENT IN THE ABSENCE OF THE PRESIDENT AND WHEN SO SERVING SHALL HAVE THE DUTIES, POWERS AND RESPONSIBILITIES OF THE PRESIDENT. THE VICE-PRESIDENT SHALL HAVE SUCH OTHER DUTIES AS THE OFFICERS SHALL DETERMINE.

ASSISTANT VICE PRESIDENT: THE DUTIES OF THE ASSISTANT VICE PRESIDENT SHALL BE DETERMINED BY THE OFFICERS.

TREASURER: THE TREASURER SHALL ASSURE THAT FULL AND ACCURATE ACCOUNTS OF RECEIPTS AND DISBURSEMENTS ARE MAINTAINED IN THE BOOKS BELONGING TO THE CLUB AND SHALL DETERMINE THAT ALL MONIES AND VALUABLE EFFECTS IN THE NAME AND CREDIT TO THE CLUB ARE DEPOSITED IN SUCH DEPOSITORIES AS MAY BE DESIGNATED BY THE OFFICERS.

SECRETARY: THE SECRETARY SHALL RECORD AND MAINTAIN THE MINUTES OF ALL PROCEEDINGS.

SECTION 4-2: POWERS: THE OFFICERS SHALL HAVE THE POWER AND DUTY TO DO ALL ACTS WHICH ARE NOT PROHIBITED BY LAW, THESE BY-LAWS OR RULES AND REGULATIONS OF THE CLUB, BUT NOT LIMITED TO, THE POWER TO:

- A. SET POLICY AND CREATE RULES AND REGULATIONS.
- B. BUDGET AND SPEND MONEY.
- C. DETERMINE MEMBERSHIP ELIGIBILITY.
- D. APPOINT AN EXECUTIVE BOARD.

- E. APPROVE AND ACQUIRE ASSETS FOR THE CLUB.
- F. SUSPEND AND/OR TERMINATE MEMBERSHIP.
- G. ADMINISTER THE AFFAIRS OF THE CLUB.
- H. SEEK NECESSARY FUNDING.
- I. MAINTAIN BOOKS AND RECORDS.

SECTION 4-3: MEETINGS. EACH OFFICER SHALL ATTEND ALL THE CLUB MEETINGS. FAILURE TO ATTEND THREE CLUB MEETINGS SHALL SUBJECT THE OFFICER TO A MAJORITY VOTE BY ALL REMAINING OFFICERS AND THE EXECUTIVE BOARD (IF APPOINTED) TO DETERMINE IF EXPULSION FROM HIS POSITION IS NECESSARY.

SECTION 4-4: QUALIFICATIONS:

- A. ANY MEMBER IN GOOD STANDING MAY BE A CANDIDATE FOR OFFICE.
- B. A MEMBER SHALL BE A CANDIDATE FOR OFFICE BY NOMINATION.

SECTION 4-5: VACANCIES: VACANCIES OCCURING IN THE OFFICERS' POSITIONS, OTHER THAN VACANCIES OCCURING DUE TO THE EXPIRATION OF AN OFFICERS TERM, SHALL BE FILLED BY APPOINTMENT THROUGH THE VOTE OF A MAJORITY OF THE REMAINING OFFICERS IN OFFICE AND PRESENT, AT ANY DULY CALLED OFFICERS MEETING. SUCH APPOINTED OFFICERS SHALL SERVE THE BALANCE OF THE VACANT OFFICER'S POSITION OR UNTIL A SUCCESSOR IS ELECTED OR APPOINTED.

SECTION 4-6: REMOVAL OF OFFICERS. THE REMAINING OFFICERS MAY REMOVE AN OFFICER FOR JUST CAUSE PENDING A HEARING AND FINAL DETERMINATION BY A MAJORITY OF THE REMAINING OFFICERS AND THE EXECUTIVE BOARD (IF APPOINTED).

SECTION 4-7: ELECTION OF OFFICERS. AN ELECTIONS COMMITTEE COMPOSED OF THREE MEMBERS WILL BE APPOINTED BY THE PRESIDENT.

ELECTION OF OFFICERS WILL TAKE PLACE AT THE ANNUAL GENERAL MEMBERSHIP MEETING. NOMINATIONS WILL BE TAKEN FROM THE FLOOR AND MUST BE SECONDED. NOMINEES MUST BE PRESENT TO ACCEPT THE NOMINATION FROM ANOTHER MEMBER.

MEMBERS MUST BE PRESENT TO VOTE. BALLOTS WILL BE DISTRIBUTED TO EACH MEMBER THAT ATTENDS THE MEETING. THERE WILL BE NO ABSENTEE BALLOTS. BALLOTS WILL BE COUNTED BY THE ELECTION COMMITTEE AND THE WINNING CANDIDATES WILL BE ANNOUNCED AT THIS MEETING.

ARTICLE V: MEETINGS:

SECTION 5-1: PLACE OF MEETING. OFFICER AND MEMBERSHIP MEETINGS SHALL BE HELD AT A PLACE DESIGNATED BY THE PRESIDENT OF THE CLUB.

SECTION 5-2: OPEN MEETINGS. IT IS THE INTENT OF THESE BY-LAWS THAT MEETINGS, VOTES, AND THE WORKINGS OF THE CLUB BE OPEN FOR ATTENDANCE BY THE CLUB'S MEMBERS, TO THE GREATEST EXTENT POSSIBLE, WHILE PERMITTING THE OFFICERS TO EXCLUDE, TO THE MOST LIMITED EXTENT NECESSARY, ITEMS THAT REQUIRE CONFIDENTIALITY. UNLESS OTHERWISE PROVIDED, THE CLUB'S BUSINESS SHALL BE CONDUCTED AT MEETINGS THAT ARE OPEN TO THE MEMBERSHIP. MEMBERS HAVE THE RIGHT TO PARTICIPATE IN DISCUSSION OF ALL ISSUES PRIOR TO THE OFFICERS' VOTING ON THE ISSUES. REGULAR MEETINGS ARE OPEN TO ALL MEMBERS. HOWEVER, THE OFFICERS MAY HOLD EXECUTIVE SESSIONS FOR TOPICS THAT REQUIRE CONFIDENTIALITY. EVEN GIVEN THAT A TOPIC IS DISCUSSED IN EXECUTIVE SESSION, TO THE EXTENT POSSIBLE WITHOUT REVEALING CONFIDENTIAL INFORMATION, THE VOTE ON THE ISSUE SHALL BE TAKEN IN OPEN SESSION.

SECTION 5-3: ANNUAL MEMBERSHIP MEETING. THERE SHALL BE AN ANNUAL MEMBERSHIP MEETING WHICH WILL BE HELD AT A TIME AND PLACE DETERMINED BY THE OFFICERS.

SECTION 5-4: ANNUAL OFFICERS' MEETING. THERE SHALL BE AN ANNUAL NEWLY ELECTED OFFICERS MEETING WHICH SHALL BE HELD IMMEDIATELY AFTER THE ANNUAL MEMBERSHIP MEETING OR AS SOON AS POSSIBLE THEREAFTER.

SECTION 5-6: QUORUM.

- A. MEMBERSHIP MEETINGS.** A QUORUM OF THOSE MEMBERS PRESENT SHALL BE REQUIRED FOR THE MEMBERSHIP TO CONDUCT BUSINESS. A MAJORITY OF VOTING MEMBERS PRESENT SHALL CONSTITUTE A QUORUM AT ANY MEETING.
- B. OFFICERS MEETINGS.** A MAJORITY OF THE OFFICERS SHALL BE REQUIRED TO CONDUCT BUSINESS. THE PRESENCE IN PERSON OR BY PROXY SHALL BE USED TO DETERMINE A QUORUM. AN OFFICER PRESENT AT ANY OFFICERS' MEETING, AT WHICH ANY ACTION IS TAKEN, UNLESS SUCH OFFICER'S DISSENT OR ABSTENTATION SHALL BE ENTERED IN THE MINUTES.

SECTION 5-7: UNANIMOUS CONSENT. IN CASE OF AN EMERGENCY, THE OFFICERS MAY ACT WITHOUT A FORMAL MEETING IF, PRIOR TO SUCH

ACTION, ALL OFFICERS AVAILABLE CONSENT TO THE PROPOSED ACTION AND SUCH CONSENTS ARE ENTERED IN THE MINUTES OF THE NEXT FORMAL MEETING.

SECTION 5-8: VOTING. EACH MEMBER IN GOOD STANDING SHALL HAVE ONE VOTE.

SECTION 5-9: NOTICE OF MEETINGS. WRITTEN NOTICE OF THE DATE, TIME AND PLACE OF ALL MEMBER, OFFICER, AND SPECIAL MEETINGS WILL BE PLACED ON THE CLUBHOUSE BULLETIN BOARD AND IN THE ASSOCIATION NEWSLETTER.

SECTION 5-10: CONFLICT OF INTEREST. NO OFFICER SHALL SEEK ANY FINANCIAL OR PERSONAL INTEREST IN ANY PROPOSED BUSINESS OR TRANSACTION OF THE CLUB UNLESS SUCH INTEREST IS FULLY DISCLOSED AND THE INTERESTED OFFICER ABSTAINS FROM THE VOTE.

ARTICLE VI:

COMMITTEES: THE OFFICERS MAY CREATE COMMITTEES AND APPOINT COMMITTEE MEMBERS AT THEIR DISCRETION. COMMITTEES AND COMMITTEE MEMBERS SERVE AT THE PLEASURE OF THE CLUB'S OFFICERS AND ARE CREATED SOLELY TO ADVISE AND ASSIST THE OFFICERS. THE OFFICERS SHALL HAVE THE FINAL DETERMINATION WITH RESPECT TO ANY ACTIONS. A COMMITTEE MAY NOT BIND THE CLUB TO ANY DECISION.

ARTICLE VII:

FUNDS: THE CLUB'S FUNDS SHALL BE KEPT IN SUCH DEPOSITORIES AS SHALL FROM TIME TO TIME BE PRESCRIBED BY THE OFFICERS. ALL CHECKS OR OTHER ORDERS FOR PAYMENT OF MONEY SHALL BE SIGNED BY ANY TWO OFFICERS.

ARTICLE VIII:

CONTRACTS: THE PRESIDENT, VICE PRESIDENT AND/OR THE TREASURER SHALL HAVE THE POWER ON BEHALF OF THE CLUB TO SIGN AND EXECUTE CONTRACTS AND ANY AND ALL OTHER DOCUMENTS REQUIRING EXECUTION BY THE CLUB.

ARTICLE IX:

FISCAL YEAR: THE FISCAL YEAR FOR THE CLUB SHALL BE FROM JANUARY 1 TO DECEMBER 31.

ARTICLE X:

THE PRESIDENT SHALL ANNUALLY APPOINT A MEMBER OR COMMITTEE OF MEMBERS WITH SUFFICIENT KNOWLEDGE OF ACCOUNTING TO REVIEW THE BOOKS AND ACCOUNTS OF THE CLUB. THE WRITTEN RESULTS OF THIS REVIEW SHALL BE PRESENTED TO THE PRESIDENT AND THE BOARD AT THE OFFICERS AND BOARDS DISCRETION, A CPA CAN BE ENGAGED.

ARTICLE XI:

THESE BY-LAWS MAY BE REVISED, AMENDED AND/OR REPEALED AT ANY REGULAR OR SPECIAL MEETING OF CLUB MEMBERS, FOLLOWING NOTICE TO ALL MEMBERS OF THE TIME, PLACE AND THE MEETING DATE. NOTIFICATION OF MEMBERS SHALL OCCUR AS SET FORTH IN ARTICLE V SECTION 5-9 OF THESE BY LAWS. AN AFFIRMATIVE VOTE OF A SIMPLE MAJORITY OF MEMBERS IN GOOD STANDING PRESENT AT THE MEETING SHALL BE CONSIDERED A QUORUM, AS STATED IN ARTICLE V SECTION 6 OF THESE BY- LAWS. MEMBERS OF THE CLUB WHO HAVE CONCERNS OR SUGGESTIONS FOR AMENDING THESE BY-LAWS SHOULD SUBMIT THEM IN WRITING TO THE OFFICERS AND/OR THE EXECUTIVE BOARD (IF APPOINTED).

ARTICLE XII:

DISTRIBUTION OF ASSETS UPON DISSOLUTION: UPON DISSOLUTION OF THE CLUB ANY ASSETS RECEIVED UPON CONDITION THEY BE RETURNED, TRANSFERRED OR CONVEYED WILL BE SO RETURNED, TRANSFERRED OR CONVEYED. ANY REMAINING ASSETS SHALL BE CONVEYED TO THE ENCHANTMENT AT HAMILTON HOME OWNERS ASSOCIATION TO BE USED FOR RECREATIONAL PURPOSES FOR ITS MEMBERS.

ADOPTED 10/6/08