

# Highlands Swim and Tennis Club, Inc.

## ANNOUNCEMENT OF BYLAWS AMENDMENT

Highlands' Bylaws were last updated in 2005 and given the advances in technology and corporate governance practices since that time - as well as the improvements in Club facilities – the Board reviewed and updated them to more clearly state long-standing Club rules and procedures, and to adapt them to our current capabilities. You can review the Amended and Restated Bylaws, adopted unanimously by the Board at its regularly scheduled meeting on August 24, 2022, on Highland's website. The Board encourages all members to read the Amended and Restated Bylaws, as the description below is a summary.

Regarding the adoption of changes to the Bylaws, pursuant to Article IX, Section 1 of the Bylaws dated April 2005, the Amended and Restated Bylaws became effective as of September 1, 2022, and remain in effect unless rejected by a two-thirds (2/3) majority vote of the members present at the 2022 Annual General Meeting.

The changes to the Bylaws include the following:

- Expressly state the different membership types offered by the Club and their scope – “Family,” “Single” and “Empty Nester” (Art. I, Sec 1 and 3)
- More precisely reflect the process for transferring certificates of membership and removing references to transfers in connection with the sale real property (Art. I, Sec. 5)
- Improve the clarity of the procedures for restriction, suspension or revocation of membership privileges (Art. I, Sec. 8)
- Update the functional areas that specific Board members oversee (*e.g.*, swim, tennis, dive, snack bar, membership) (Art. IV, Sec. 4)
- Clarify that the Board sets the date by which members must notify the Club of their intention to renew their membership (which is a date between November 1<sup>st</sup> and March 1<sup>st</sup>) and the payment schedule for annual dues, and expressly state the long-standing waiver of dues for Board members (Art. VI, Sec. 1)
- Update provisions related to the membership Annual General Meeting to set the third (3<sup>rd</sup>) Sunday in October as the date for the Annual General Meeting unless a different date is set by the Board and remove the express reference to Robert's Rules of Order (Art. VII)
- Given the Board has express power to encumber the Corporation's real property, clarify that member approval is only required for any sale or transfer of the Corporation's real property (Art. VIII, Sec. 3)
- Remove fidelity bond requirement for the Treasurer and Assistant Treasurer (Art. VIII, Sec. 6)
- Update to reflect that Highland's financial statements are verified annually, not audited (Art. VIII, Sec. 7)
- Update official communications methods to include email, website posting, and posting at the Club (Art. X, Sec. 3)