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**By-Laws of the Lee Graham Corporation**  
June 1999

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**Article I**  
**Name**

The name of the Corporation shall be the Lee Graham Corporation.

**Article II**  
**Object**

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The object of the Corporation is to provide swimming and other recreational facilities for its members in accordance with applicable laws and regulations. Those facilities shall, at a minimum consist of one or more swimming pools, filtration plant, a bath house, toilet facilities, and all other incidental machinery and equipment. The acquisition, development, operation, and maintenance of additional facilities shall be at the discretion of the Board of Directors.

Use of the pool and other facilities shall generally be limited to members and their guests. However, the Board of Directors may, at its discretion, allow other individuals or groups to use the facilities or participate in pool programs on a limited basis.

**Article III**  
**Officer and Directors**

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Board of Directors

The Corporation shall be governed by a Board of Directors consisting of fifteen members. The Board of Directors shall have the authority to control and manage the business of the Corporation. The Members of the Board of Directors shall include the Corporate Officers, the immediate past president, and ten Directors. The Corporate Officers shall be the President, the Vice President, the Secretary, and the Treasurer, all of whom shall be elected at the annual meeting and shall serve a one year term. The Directors shall serve staggered two year terms, with at least five directors to be elected at each annual meeting. No Officer or Director shall receive monetary compensation for services

rendered as an Officer or Director.

The Board of Directors shall conduct the business of the Corporation at regular meetings at a place and time of the Board's choosing. Vacant offices shall not be counted for purposes of determining whether there is a quorum.

#### Duties of the Officers

The President shall preside over all meetings of the Board of Directors and the membership. He shall perform such other duties as customarily pertain to the office of President, or as may be directed to perform by resolution of the Board of Directors, or by resolution of the members. The President shall have the authority to enter into contracts on behalf of the Corporation. The President shall not, except in emergencies, enter into any such contract for an amount greater than a limit preset by the Board of Directors without the general approval of the Board of Directors. The President may delegate his authority to act in specific instances to other Officers of the Corporation or to Committee established by the Board of Directors. The President shall co-sign with the Secretary copies of the minutes of all meetings of the Board of Directors and the Membership and shall have them placed in the corporate minute book. The President shall co-sign all certificates of membership with the Administrator. The President shall have the authority to act for the Treasurer in the Treasurer's absence.

The Vice President shall act as the President during the President's absence or inability to act and shall exercise all powers specifically delegated to him by the President. The Treasurer shall have custody of all funds, securities, fiscal papers, and other related papers of the Corporation, including all contracts in excess of an amount determined annually by the Board of Directors. He shall receive the revenues of the Corporation and pay its bills. All funds shall be deposited in federally-insured financial institutions.

The Treasurer shall have the authority to sign all checks, but checks for more than the amount annually determined by the Board shall be countersigned by another officer.

The Treasurer shall provide and maintain full and complete records of all the assets and liabilities of the Corporation. He shall prepare and submit a current financial statement of the Corporation at each regular meeting of the Board of Directors. He shall also prepare and submit to the Board of Directors and the general membership an annual report of income and expenses. He shall also submit a draft budget for the general consideration and approval of the Board of Directors. The financial records shall be reviewed or audited yearly by a party who is not on the Board of Directors and the results shall be presented to the general membership. The Treasurer shall prepare and file such tax returns and statements as may be required by law.

The Secretary shall record the minutes of each meeting of the Board of Directors and the membership. He shall ensure that the President receives accurate copies of the minutes of all meetings of the Board of Directors and the membership and shall co-sign with the President the official copy of the minutes. He shall give notice of all meetings of the Board of Directors, together with copies of the draft minutes of the prior meeting. He shall act for the Administrator in her absence.

#### Duties of All Officers and Directors

Officers and Directors shall attend meetings of the Board of Directors and shall participate on Committees established by the Board to conduct the business of the Corporation. The Board of Directors has the authority to control and manage the business of the Corporation, either directly or through duly authorized committees.

#### Replacement of Officers and Directors

Officers and Directors may be replaced if they resign or if they fail to attend three consecutive regular meetings or if they fail to perform any of their duties. Prior to replacement for failure to perform duties or attend regular meetings, the officer or director must be notified and given an opportunity to appear at the next regular meeting of the Board of Directors to explain why a replacement is not warranted. The decision to replace an officer or director shall be made by two-thirds of the Board. Whenever there is a vacant officer or director position, the position may be filled by majority vote of the remaining directors at any meeting of the Board.

#### **Article IV Corporate Staff**

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##### Administrator

The Board of Directors shall contract for an Administrator. The Administrator shall collect all obligations and monies due to the Corporation and transfer these funds to the control of the Treasurer. The Administrator shall maintain accurate lists of members, officer, and directors, in official corporate books. The Administrator shall countersign all certificates of membership with the President. The Administrator shall give notice of all meetings of the membership. The Administrator shall be responsible for the publication and distribution of all Corporate communication with the membership and the issuance of membership identification. The Administrator shall be paid a fee determined by the Board of Directors. The Administrator is not a member of the Board of Directors and, thus, is not entitled to vote at board meetings.

##### Other Staff Positions

The Board of Directors may also establish, fund, appoint and maintain other staff positions that it deems appropriate to accomplish the objectives of the Corporation. The establishment of any additional positions must be accompanied by a written description of the duties and responsibilities of that position and must be entered in the official minutes of the Board of Directors at the meeting at which the position is approved.

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#### **Article V Committees**

The Board of Directors may authorize the establishment of such standing committee as it deems necessary and shall adopt written charters setting forth the duties, responsibilities, and authority of each committee. The Board of Directors may amend the charter of any duly authorized Committee at any board meeting by a majority vote.

The President shall have the power to appoint committee members and their chairmen. In addition, the President may establish temporary ad hoc committees. All committees established by the Board of Directors shall possess only those powers delegated to them and shall remain at all times subject to the authority of the Board of Directors.

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#### **Article VI Members**

### Number of Members, Dues, and Fees

The Board of Directors shall annually determine the maximum number of dues-paying memberships, the fee to charge for the sale of a new membership, annual dues for all memberships, and the amount of any additional fees and assessments. All annual dues shall be paid in full before any member is entitled to use of the facilities. There shall be no refunds of annual dues and assessments due to the closure of the facility or the suspension of its operation. Membership Certificate A membership certificate shall be issued to all members, other than Falls Court members, and shall be signed by the President and the Administrator. The membership shall be recorded by the Administrator in the Corporation's Membership Register. All determinations regarding membership coverage shall be made by the Board of Directors.

### Rights and Privileges of Membership

The purchase of a membership and payment in full of all dues and assessments entitles those covered by the membership to use the swimming pools and other facilities of the Corporation in accordance with these By-Laws and the rules and regulations adopted by the Board of Directors. This privilege shall continue until membership is suspended, terminated, or transferred in accordance with these By-Laws. Except as provided for in Appendix A to these By-Laws regarding buy-back rights for memberships purchased August 14, 1979 and November 6, 1984, there is no obligation of the Corporation to repurchase memberships from any member.

The rights and privileges of membership include an equal vote (one per membership certificate) at all annual or special meetings of the Members of the Corporation. This voting right includes the election of all officers and directors and any other matter in which a vote is required at such meetings. Voting rights may be exercised in person or by written, signed proxy filed with the membership prior to any meeting.

### Transfer of Membership

Memberships, other than Falls Court memberships, shall be transferable, provided that all dues and assessments of that membership are current.

### Duties of Members

All members are required to observe and comply with the rules and regulations adopted by the Board of Directors.

### Suspension, Termination, and Abandonment of Membership

Membership privileges shall be suspended whenever a membership is in default of payment of dues or assessments and shall remain suspended until paid in full. Membership privileges may also be suspended by the Board of Directors for (1) flagrant or persistent violations of the By-Laws or the rules and regulations adopted by the Board of Directors, (2) acts endangering the safety, health, or property of pool members, guests, or the Corporation, (3) disturbance of the peace, or (4) acts prejudicial to the Corporation. Suspension of membership privileges for more than one week, for reasons other than nonpayment of dues or assessments, shall require the approval of the Board of Directors, and may be undertaken only after the member in question is given prior notice and an opportunity to be heard. No refunds shall be given to any member who is suspended. Membership may be terminated for repeated instances of conduct which, taken singly, would justify a suspension or for a single instance of conduct with aggravating circumstances. Such termination requires the approval of the Board of Directors and may be undertaken only after the member in question is given prior notice and an opportunity to be heard. Reinstatement following termination requires the approval

of the Board of Directors. A membership, other than a Falls Court membership, shall be considered abandoned when it become two years in default of dues and assessments. At such time all rights and privileges of membership shall automatically be forfeited. Falls Court memberships shall never be considered abandoned; they are activated by the payment of annual dues by the individual member. Special Rule for Falls Court Memberships Falls Court is entitled to 16 memberships in Lee Graham, one for each townhouse in Falls Court. The Falls Court membership is not transferable; the membership runs with the townhouse and may only be activated by the occupant of the townhouse. Except as specifically provided for, the Falls Court memberships shall have all the rights, privileges, and obligations of general memberships. The Falls Court memberships shall be activated on an annual basis by payment of dues and assessments. If dues and assessments are not paid by the occupant, the membership will not be activated and there will be no use of the facility for hat year. If dues and assessment are paid for subsequent years, then the membership will be activated for that year. There is no obligation to pay back dues for periods when the membership was inactive.

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## **Article VII Meetings of the Membership**

### Regular and Special Meetings

The membership of the Corporation shall have annual meetings for the purposes of electing new officers and directors, conducting business that requires the approval of the membership, and receiving reports from the officers and directors of the Corporation. The President or a majority of the Board of Directors may call a special meeting upon written request of at least 30 Members of the Corporation. The Board of Directors shall designate the time and place of all annual meetings of the members of the Corporation. Robert's Rules of Order, to the extent not inconsistent with these By-Laws, shall govern the conduct of membership meetings.

### Notice of Meetings

The Administrator shall send written notice of all Meetings of the Members of the Corporation at least 10 days prior to the Meeting to all eligible members at their address of record. In case of a Special Meeting, the notice shall state the business to be transacted.

### Quorum for Meetings

Thirty memberships in good standing must be present, either in person or by proxy, to constitute a quorum for all Meetings of the Membership of the Corporation.

### Eligibility to Vote

Ten days prior to any meeting the membership list of the Corporation shall be closed, and a list of the members eligible to vote shall be prepared by the Administrator.

### Voting and Proxies

Eligible members may vote at any Meeting of the Membership of the Corporation either in person or by written, signed proxy filed at least one hour in advance of the meeting with the Administrator, and complying with applicable laws for a valid proxy.

### Nomination and Election of Officers

Not later than 30 days prior to the annual meeting, the President shall, subject to the approval of the Board or Directors, appoint a Nomination and Election Committee and its Chairman. The Committee shall consist of at least three persons. The Nomination and Election Committee shall nominate qualified candidates for all positions up for election at the annual meeting. The Committee shall conduct the election at the annual meetings. Nominations from the floor shall be allowed prior to the vote for any office. The Committee shall tabulate the votes and the Chairman of the Committee shall announce the results.

### Voting Procedure

The membership shall vote for Officers and Directors in the following order: President, Vice-President, Treasurer, Secretary, all Directors. Voting for each Officer shall be completed and announced prior to the nomination and vote for the next Officer, unless a motion is approved to conduct a block vote. Voting for Directors shall occur on one ballot with each member voting for as many candidates as there are vacancies.

Voting shall be by ballot distributed by the Nomination and Election Committee, unless a motion is approved to conduct a particular vote by unanimous consent, by voice vote, or by hand. A candidate must receive at least 40 percent of the votes cast in order to win an election. In the event that no candidate receives 40 percent of the vote, subsequent votes shall be taken with the candidate with the fewest votes dropping out after each vote is taken until a candidate has received 40 percent.

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## **Article VIII Amendment**

These By-Laws may be amended by either:

- (1) the affirmative vote of a majority of those members present, either in person or by proxy, at a regular or special meeting of the members of the corporation at which a quorum is present, or
- (2) without a vote of the members, by two thirds affirmative vote of the then sitting Board of Directors, subject to the approval of a majority of those members present, either in person or by proxy, at a regular or special meeting of the members of the corporation at which a quorum is present. Any changes made by the Board of Directors shall remain in effect until the next meeting. If disapproved, the changes shall immediately become ineffective and shall not be adopted by the Board without prior approval of the membership for a period of one year.

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## **Article IX Order of Precedence**

The order of preference in the event of any conflict shall be: (1) federal and state law, (2) the Articles of Incorporation, and (3) the By-Laws of the Corporation.