

BYLAWS
OF
BENT TREE WEST SWIM AND TENNIS CLUB

ARTICLE I

OFFICES

1.01 Principal Office. The principal office of the Corporation in the State of Texas is located at 18018 Voss Road, in the City of Dallas, Collin County. The Corporation may have such other offices within the State of Texas, as the Board of Directors may determine from time to time. The Board of Directors may change the location of any office of the Corporation from time to time.

1.02 Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Texas. The registered office need not be identical with the Corporation's principal office in the State of Texas. The Board of Directors may change the registered office or the registered agent from time to time in accordance with the ACT.

ARTICLE II

DEFINITIONS

2.01 Certain Defined Terms. In addition to any other terms which may be defined elsewhere in these Bylaws, the following terms, unless a different meaning or intent clearly appears from context, shall have the following meanings respectively:

(a) *Act* shall refer to the Texas Non-Profit Corporation Act, V.A.T.S. Art. 1396-1.01, *et seq.*, as from time to time amended, and any successor statute

(b) *Articles of Incorporation* shall refer to the Articles of Incorporation of the Corporation, as from time to time amended or restated.

(c) *Board or Board of Directors* shall mean the Board of Directors of the Corporation

(d) *Bylaws* shall refer to the Bylaws of Bent Tree West Swim and Tennis Club, Inc., as from time to time amended or restated.

(e) *Club* shall mean the Bent Tree West Swim and Tennis Club owned and operated by the Corporation exclusively for the pleasure and recreation of its Members, together with the

clubhouse, tennis courts, swimming pool and other properties and facilities from time to time owned and operated by the Corporation in connection therewith.

(f) *Corporation* shall mean Bent Tree West Swim and Tennis Club Inc., a Texas non-profit corporation, and any successor thereto.

(g) *Covenants* shall mean the Declaration of Covenants, Conditions and Restrictions for the Bent Tree West, Phase IV executed June 20 1985 and Recorded in Book 2167, Page 200 of the Real Property Records of Collin County, Texas as from time to time amended.

(h) *Director* or *Directors* shall refer to individual members of the Board of Directors

(j) *Electronic correspondence and electronic notice* shall mean any form of correspondence such as email or other means that may be in common use as a means of correspondence at the time to exclude cellular text messages.

(k) *Full Member(s)* shall have a meaning as set forth in ARTICLE IV.

(l) *Member* shall mean any Full or Part Member in the Club or Corporation.

(m) *Part Member* shall have a meaning as set forth in ARTICLE IV

2.02 Construction. Unless the context requires otherwise: (a) the gender of all words used in these Bylaws shall be construed as gender neutral. Words imparting the plural include the singular and words imparting the singular impart the plural. The term *including* imparts "including but not limited to". The term *or* includes "and/or". The term Member shall be construed to mean any person who has been admitted to the Corporation or Club and their household members who are entitled to the use of the Club as part of that membership.

Article III

Ownership Rights

3.01 Rights. Each Member shall own equally with each other Member of the Corporation the right and interest of all Members in and to the property and assets of the Corporation, subject to the provisions of the Covenants, the Articles of Incorporation, and of these Bylaws, such ownership right of each Member consisting of the members share of the nets assets of the Corporation upon liquidation and dissolution of the Corporation as provided in Section 3.03

3.02 Income. No part of the income of the Corporation shall be distributed or paid to any Members, Officers, or Directors of the Corporation, and no part of the net earnings of the Corporation shall inure to the benefit of any Member, except as and to the extent that any of the assets of the Corporation available for distribution upon liquidation and dissolution of the Corporation may present and accumulation of such

income or net earnings. The Foregoing shall not prevent the Corporation from paying reasonable compensation to employees and agents of the Corporation for services rendered. This section does not exclude Members, Officers, or Directors of the Corporation from concurrently holding paid positions in the Corporation for which compensation has been approved by the Board.

3.03 Dissolution. The assets of the Corporation, upon liquidation and dissolution of the Corporation, shall be as follows

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged. In case the Corporation's property and assets are not sufficient to satisfy or discharge all of the Corporation's liabilities and obligations, the corporation shall apply such property and assets so far as they will go to the just and equitable payment of the liabilities and obligations.
- (b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred, or conveyed in accordance with such requirements.
- (c) All assets of the Corporation remaining after the distribution and application in the foregoing manner shall be distributed on an equal basis among the Members.

3.04 Membership Roll When a person has satisfied all of the requirements set forth in the Articles of Incorporation and in these Bylaws entitling such person to become a Member of the Corporation and has paid any initiation fee, dues and other sums that may then be required by the Board, that person's name shall be placed of the membership roll which shall be maintained by or under the authority of the Board.

3.05 Non-Transferrable The rights of Members may not be transferred or assigned, whether voluntarily or involuntarily, including transfers by operation of law. Any purported transfer of any rights of any Member shall be void, and shall entitle the Board to terminate the rights of such Member.

ARTICLE IV

MEMBERS

4.01 Classes of Members. There shall be two classes of membership in the Corporation: (a) Full Members; (b) Part Members. Each class of members shall have the respective rights, privileges, duties, liabilities and responsibilities which are set forth in the Articles of these bylaws for that Class

4.02 Full Members The term *Full Member* shall mean a member in good standing with the Club who has paid dues at a rate other than the Social Membership rate and has not received membership at a reduced rate in lieu of payment. *Full Member* shall also mean a member who holds a Lifetime membership or is a member of the Board. A Full Member is a member in full stead and entitled to all privileges and responsibilities of membership in the Corporation. Without limiting the generality of the foregoing a Full Member shall be entitled to:

- (a) vote at membership meetings with each membership entitled to one vote per item;
- (b) hold office in any capacity, if elected;
- (c) serve on the Board of Directors if elected; and
- (d) receive a share of the net assets of the Corporation upon dissolution in accordance with the Bylaws.

4.03 Part Members The term *Part Members* shall mean any person who has joined the Club at a rate other than those set as Full Members including memberships in lieu of payment for goods or services to the Corporation or Club. Part members shall not exceed such limit as may be set by the Board from time to time. Part Members shall have the same privileges and responsibilities as Full Members, except voting or receiving any of the net assets of the Corporation upon dissolution. Part Members gaining membership in lieu of payment shall not be entitled to serve on the Board of Directors.

4.04 Term of Membership Membership terms shall be valid from April 1st until March 31st the following year unless otherwise agreed upon by the Board on a case by case basis. Any Member who has not paid membership dues or fees prior to the close of March 31st shall have their rights and privileges to Corporation and Club facilities and property terminated.

4.05 Maximum Number of Memberships The maximum number of Memberships in the Corporation at any time shall be 400 but may be amended from time to time by the Board to ensure safe and enjoyable use of the Club by its Members.

4.06 Priority If the maximum number of Memberships has been reached a waiting list shall be kept by the Board. Available memberships shall be awarded to those of the waiting list in the order such persons names have been placed on the list except that owners of lots in Bent Tree West, Bent Tree North, Country Brook, Regency Park, Bent Tree West Estates and Oakdale, in no certain order, shall receive priority.

4.08 Use of Facilities The use of Club facilities shall be governed by such rules or policies, consistent with these Bylaws, as the Board from time to time shall adopt. Each Member shall complete a registration form for all members of the Members household who are permitted use of the Club facilities in accordance with such rules or policies.

4.09 Liability of Use by Guests Each Member shall be liable to the Corporation for the indebtedness incurred by any persons extended the privileges of the Club by virtue of such Member.

ARTIVLE V

ADMISSION OF MEMBERS

5.01 Membership Committee The Board shall constitute the Membership Committee. One of the Vice Presidents shall be the chairperson of Membership Committee.

5.02 Admission of Members A person shall become eligible to become a member by completing such membership application and other documents as shall be required by the Membership Committee including paying any necessary initiation fees and dues and after receiving the majority consent of the Membership Committee in accordance with the following:

- (a) The Membership Committee may choose not to require voting on all memberships;
- (b) Any person previously holding a membership that had that membership revoked by the board must receive a unanimous vote by the Membership Committee in order to regain membership;
- (c) Any person receiving membership in lieu of payment for goods or services must receive a unanimous vote by the Membership Committee.

ARTICLE VI

MEETINGS OF FULL MEMBERS

6.01 Annual Meeting An annual meeting of all members shall be held each year, at a date and time determined by the Board, for the purpose of electing Directors, presenting the financial state of the Corporation to the Members and transaction of any other business that may come before the meeting. The date of the annual meeting shall be a day falling between September 15th and October 15th.

6.02 Special Meeting A special meeting of the Full Members, but not closed to the Part Members, may be called by the President, the Board, or not less than one tenth of the Full Members in good standing.

6.03 Place of Meeting The Board may designate any place within the surrounding counties for any annual or special meeting called by the Board but shall not choose a place or time that would be considered burdensome or extravagant by the Members. If no designation is made, or if a special meeting is called other than by the Board of Directors, the place of the meeting shall be the principal office of the Corporation in the State of Texas.

6.04 Notice Written, printed or electronic notice stating the place, day and hour of any meeting of the Full Members shall be delivered, either personally, by electronic transmission, or by mail, to each Member in good standing not less than ten days nor more than sixty days before the date of such meeting, by or at

the direction of the Board or the persons calling the meeting. In the case of a special meeting or when required by the Act, the purpose or purposes of the meeting shall be stated in the notice. Notices shall be deemed to have been delivered when the following actions have been performed:

(a) deposited in the United States mail addressed to the Member at the Members address as it appears in the membership roll with postage thereon prepaid

or

(b) upon the successful transmission of an electronic correspondence

6.05 Voting Rights Each Full Membership in good standing shall be entitled to one vote on each matter submitted to a vote of the Members. A Full Members is entitled to vote for as many persons as there are Directors to be elected. Cumulative voting at any election for Directors is not permitted.

6.06 Eligibility to Vote Only a Full Member in good standing shall be entitled to vote at a meeting of the Members for voting purposes, a Full Member shall be considered in good standing unless the Members voting privileges have been suspended as provided in these Bylaws.

6.07 Quorum The presence of ten Full Members in good standing, in person, or by proxy, shall constitute a quorum at any meeting of Full Members. Full Members in good standing present at a duly convened meeting at which a quorum is present may continue to transact business notwithstanding the withdrawal of enough Full Members to leave less than a quorum. If a quorum is not present at any time during a meeting, a majority of the Full Members in good standing who are present may adjourn and reconvene the meeting once without further notice.

6.08 Vote Required The vote of a majority of the Full Members present, in person or by proxy, and in good standing at a meeting at which a quorum is present shall be the act of the Full members unless the vote of a greater number is required by the Act, the Articles of Incorporation, or other provisions of these Bylaws. The vote for Directors shall be by ballot. Upon demand of one-third of the Full Members present and entitled to vote, the vote upon any other question before the meeting shall be by ballot. The president shall appoint not less than two inspectors to distribute, collect and count the ballots and report the results of the vote to a meeting.

6.09 Order of Business At an annual or special meeting of the Members, unless otherwise directed by a vote of the majority of the Full Members present and entitled to vote, the order of business shall be as follows:

- (a) Reading of the minutes of the last annual meeting of Members and every special meeting held subsequently;
- (b) Report of the Board of Directors;
- (c) Report of the Treasurer;
- (d) Report of the Committees;

(e) Election of Directors;

(f) New Business

6.10 Proxies At any meeting of Members, a Full Member entitled to vote may do so by proxy executed in writing by the Full Member. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

6.11 Voting Where Directors are to be elected by Full Members such election may be conducted by mail or electronic correspondence.

6.12 Action without Meeting Any action which may be taken at a meeting of the Members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing setting forth the action so taken shall be signed by or on behalf of all of the Full Members who would be entitled to vote on such action at a meeting and delivered to the Corporation in manner provided by law.

ARTICLE VII

BOARD OF DIRECTORS

7.01 Power and Authority The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are allowed by the Act, the Covenants and any amendments, the Articles of Incorporation or these Bylaws directed or required to be exercised by the Members.

7.02 Number, Qualifications, Election and Tenure The Board of Directors shall consist of a minimum of five Directors, each of whom shall be considered a Full Member of the Corporation. Directors shall be elected at the annual meeting of the Members each year and shall hold office until the next annual meeting of the Members and until their respective successors are elected and qualified. Directors may succeed themselves in office. Directors shall serve without compensation, except that annual Club dues shall be waived for Directors during their term of service as Directors and Directors shall be entitled to reimbursement of reasonable expenses incurred in connection with the discharge of their duties.

7.03 Vacancies Any vacancy occurring on the Board shall be filled by a majority of the remaining Board of Directors, even if less than a quorum. A director elected to fill a vacancy shall hold office for the unexpired term of the predecessor in office and until a successor is elected and qualified.

7.04 Nominations No Member shall be eligible for election to the Board of Directors unless nominated by the following procedures

(a) At least 30 Days before each annual meeting of the Members, the President shall appoint a Nominating Committee of at least 2 Full Members, which shall nominate a least one person for each directorship to be filled at the meeting. The names of all the nominees shall be posted at the Clubhouse by the Secretary and disseminated through electronic correspondence or Club publications to the Members, at least twenty days before the date of the meeting

or

(b) 2 or more Full Members in good standing may nominate, in writing to the Secretary, other Members for the places on the slate for Board of Directors. The Secretary shall post the names of the nominees in the Clubhouse and include such information in Club Publications that are disseminated to the Members at least ten days before the date of the meeting

or

(c) In the case that no nominations are made, or the number of nominations that have been put forward prior to the time of the meeting are insufficient to fill vacant Director positions, nominations may be made at the meeting but only in that case that no other nominations or an insufficient number of nominations were received in accordance with 7.04(a) or (b).

or

(d) in the case that the number of Directors nominated is less than the number of Directors to be elected, any incumbent Director shall be considered nominated if they so choose, as long as the total number of nominated persons does not exceed the number of Directors to be elected. If the number of incumbent, but not nominated Directors, seeking re-election causes the number of nominated persons to exceed the total number of Directors to be elected then nominations may be made at the meeting in accordance it paragraph (c) of this section.

7.05 Removal One or more Directors, or the entire Board, may be removed, with or without cause, by a majority vote of all Full Members in good standing at a duly convened special meeting of the Members held for such purpose.

7.06 Place of Meetings The Board may designate any place within the surrounding counties for meetings, but shall not choose a place or time that would be considered burdensome or extravagant by the Members or Directors. If no designation is made the place of the meeting shall be the principal office of the Corporation in the State of Texas.

7.07 Annual Meeting Either after the close of the Annual Meeting or within two weeks, the Board of Directors shall meet, without call or notice, and elect all officers provided in these Bylaws

7.08 Regular Meetings Regular meetings of the Board may be held, without call or notice, at such time and place as shall from time to time be determined by the Board.

7.09 Special Meetings Special meetings of the Board may be called by the President, and shall be called by the President and the Secretary at the request of three Directors. Notice of all special meetings of the Board shall be given to each Director, either in person, by mail, by phone or electronic correspondence at least twenty-four hours prior to the meeting. Neither the business to be transacted nor the purpose of the meeting need be specified in the notice.

7.10 Quorum and Voting At all meetings of the Board, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise specifically provided by the Act, the Covenants and any amendments, the Articles of Incorporation or other provisions of these Bylaws. If a Quorum shall not be present at any meeting of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

7.11 Committees The Board may, by majority vote, establish such standing or special committees as the Board may deem necessary or appropriate, prescribe the duties of the same, appoint members, and designate the committee chairperson.

7.12 Action Without Meeting Any action required or permitted to be taken by the Board or any committee of Directors under any provision of the Act may be taken without a meeting, if all members of the Board or of the committee of Directors, as the case may be, shall individually or collectively consent in writing or electronic transmission to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board or committee. The action by written consent shall have the same force and effect as a unanimous vote of the Directors or of the committee of Directors.

7.13 Telephonic Meeting Meetings of the Board or of any committee designated by the Board may be held by means of conference call or similar communications meeting the requirements of the Act. Participation in a telephonic meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened

7.14 Admittance to Meetings all meetings of the Board of Directors shall be open to any Members seeking admittance unless the Board notifies the Members, either by written or electronic correspondence, of a closed meeting, no less than 10 days prior to the meeting. If actions by non-Directors serve to detract from good order and discipline then that person may be removed from the meeting and the action shall be entered into the minutes.

7.15 Exclusive Powers The Board of Directors shall have the power to manage all the affairs of the Corporation, to act on any and all questions relating in any manner to the affairs of the Club and to make all contracts necessary for the proper transaction of all business of the Corporation. Without in anyway limiting the generality of the foregoing, the Board shall have the following exclusive powers:

- (a) Upon the vote of not less than two-thirds of the entire Board, to suspend or expel a Member for any conduct in violation of the Bylaws or rules for the conduct improper or prejudicial to the interest of the Corporation;
- (b) To make rules for the conduct of the Members and for their use of the Corporations clubhouse and other facilities;
- (c) To fix, enforce and remit penalties for violations of the Bylaws and rules;
- (d) To prescribe rules for admission of strangers or quests to the privileges of the Corporations clubhouse and other facilities;
- (e) To make, alter, and amend the rules for their own government and fix and enforce penalties for violations of such rules;
- (f) To prescribe duties for any of the officers of the Corporation in addition to those set forth in the Bylaws.
- (g) To set all membership rates and fees applicable thereto; and
- (h) To employ and supervise any person(s) or entity to act as the Club manager or Pool Manager.

7.16 Actions Requiring Approval of Full Members The Board shall have no power or right to borrow money for the purposes of improving the Club properties or facilities, to place a mortgage upon any real property belonging to the Club, to sell any real property belonging to the Club, or to purchase and additional real property for the Club, unless and until such actions shall have first been authorized by a majority of the Full Members present, in person or by proxy, and in good standing at an annual or special meeting of the Members at which a quorum is present.

ARTICLE VIII

OFFICERS

8.01 Officers The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board may elect or appoint other officers to have authority and perform the duties prescribed from time to time be the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary in accordance with the Act.

8.02 Qualifications, Election, and Tenure The officers of the Corporation shall be Members of the Corporation and shall be elected annually by the Board of Directors. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected or appointed. Officers may succeed themselves in office. Officers shall serve without compensation, except for reimbursement of reasonable expenses incurred in connection with the discharge of duties.

8.03 Removal Any officer elected or appointed by the Board may be removed by the Board whenever, in its judgement, the best interests of the Corporation would be served by removal.

8.04 President the President shall be the principal executive officer of the Corporation and shall supervise all the business and affairs of the Corporation. He shall preside at all meetings of the Members and the Board. He may sign, with the Secretary and any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated be the Board or by the Bylaws to another officer or agent of the Corporation. In general, he shall perform all duties incident to the office of President and other duties and other duties as may be prescribed by the Board from time to time.

8.05 Vice President(s) The Vice President shall perform the duties of the President in the absence of the President or in the event of his inability to act. When so acting, the Vice President shall have all powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Board shall designate the order in which the Vice Presidents will act for the President. Any Vice President shall perform other duties as from time to time may be assigned by the Board.

8.06 Treasurer The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Treasurer shall receive and give receipts for moneys due and payable to the Corporation from any source and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the Bylaws. The Treasurer shall also provide records for the annual financial statement to the accountant selected by the Board if an accountant has been designated. The Treasurer shall in general perform all the duties incident to the officer of Treasurer and other duties as assigned by the Board from time to time.

8.07 Secretary The Secretary shall keep the minutes of the meetings of the Members and the Board of Directors in one or more books provided for that purpose or by electronic records stored in a format approved by the Board; give all notice in accordance with these Bylaws or as required by law; and be custodian of the Corporate records. The Secretary shall also keep a register of addresses of each Member and in general perform duties incident to the office of Secretary and other duties as assigned by the Board from time to time.

ARTICLE IX

CONTRACTS, FUNDS, FISCAL YEAR

9.01 Contracts The Board may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or specific.

9.02 Funds All the funds of the Corporation shall be deposited from time to time to the credit of the Corporation with the banks, trust companies, or other financial institutions as the Board may from time to time select.

9.03 Checks and Drafts All checks, drafts, or orders for the payment of debts, notes, or other evidences of indebtedness issued in the name of the Corporation shall be assigned by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

9.04 Fiscal Year The fiscal year of the Corporation shall end on March 31.

ARTICLE X

RIGHTS OF CORPORATION

10.01 Without in any way limiting other rights and powers exercisable by the Corporation, the Corporation shall have the following rights exercisable by or under the authority of the Board of Directors:

- (a) The right to prescribe regulations governing the use, operation and maintenance of the Corporation's properties, including limiting the number of guests of members;
- (b) The right to enter into and execute contracts with third parties for the purpose of providing maintenance of such other materials or services consistent with the purposes of the Corporation;
- (c) The right to take such steps as are reasonably necessary to protect the Corporations' properties against foreclosure;
- (d) The right to suspend the voting rights of and Member and to suspend the right of any individual to use any of the Corporation's properties for a period during which and dues, assessments or charges against a Member remains unpaid, and for any period not to exceed sixty days for an infraction of its rules and regulations.
- (e) The right to designate a mortgage company or other collection agency for the collection of all dues, assessments, or charges.

ARTICLE XI

INITIATION FEES AND DUES

11.01 Initiation Fees and assessments Each person who shall become a member or the Club shall pay the Corporation the initiation fee then established by the Board, and be responsible for any annual fees or

other assessments as determined from time to time by the Board. All initiation fees or other assessments shall be equal among all classes of Members.

11.02 Dues Each Member shall pay to the Corporation in full, on or before May first of each year, dues that may be fixed by the Board. The amount of the dues to be paid may be fixed, increased, or decreased from time to time by the Board, acting at its discretion, and such changes in dues shall be effective and binding upon each Member from and after the date the Board determines the amount.

ARTICLE XII

SUSPENSION AND EXPULSION

12.01 Conduct Any Member who shall be accused of conduct in violation of the Bylaws or rules for conduct improper or prejudicial to the interest to the Corporation, shall on the complaint of any Member, be summoned before the Board to be heard in his own defense. If the charge or charges against the Member, in the opinion of the Board, are substantiated and of sufficient gravity to merit such action, the Board, upon vote of not less than a majority of the entire Board of Directors, may suspend or terminate membership in the Club and the Corporation of the summoned members. The opinion and vote of the Board may proceed with the Member *in absentia* if the Member fails to heed the summons of the Board and no rescheduled meeting time has been agreed upon

12.02 Non-Payment Any member failing to pay required membership fees, dues or other indebtedness to the Corporation within thirty days of the required date, or in accordance with Article IV 4.04, shall be automatically suspended from the use of facilities of the Corporation and from exercising voting rights otherwise available to such Member. The name of such member shall be posted in a place conspicuous to the Corporation except in the case that the Member has chosen to end their membership through non-renewal. A Member whose voting rights and use of facilities has been suspended shall be reinstated on the payment of all dues and other indebtedness owed to the Corporation, along with the maximum amount of interest allowed by law if applicable. If any Member shall remain indebted to the Corporation for a period of ninety days because of non-payment of dues or other indebtedness, the Secretary shall make written demand of the Member demanding that such indebtedness shall be paid and satisfied within ten days following the date on which the Secretary transmits or delivers such demand, the Secretary shall inform the Board of Directors of such failure and, thereupon, the Board, by a vote of not less than three fifths of the entire Board, may terminate the rights as a member of the indebted party. The remedies for non-payment provided for in this section are expressly non-exclusive and the Board may undertake such other additional collections efforts as it, in its discretion, may determine.

ARTICLE XIII

INDEMNIFICATION

13.01 Indemnification of Directors and Officers The Corporation shall indemnify any person who is or was a Director, an officer of the Corporation or a member of a committee established by the Board against

judgements, penalties (including excises and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with any action, suit, inquiry, investigation or other proceeding of any kind of nature, in which the person was, is or is threatened to be made named a defendant or respondent, and in connection with that persons appearance as a witness or other participation in such a proceeding at a time when he is not a named defendant or respondent in the proceedings, because the person is or was serving as a Director, officer or committee member, to the full extent authorized or permitted under the Act. The Corporation shall advance to such person such reasonable expenses as are incurred by such person in connection therewith to the full extent authorized or permitted under the Act.

13.02 Indemnification of Others The Corporation may indemnify and advance reasonable expenses in the manner set forth in Section 13.01. to employees, agents and others who are not Directors, officers or committee members to such extent, consistent with the Act, as may be provided by general or specific action of the Board.

13.03 Insurance The Corporation may purchase and maintain insurance or another arrangement for the benefit of any permitted indemnitee to the full extent authorized or permitted under the Act.

13.04 Nonexclusive The indemnification provided Article XIII shall not be exclusive of, but shall be in addition to, any other rights to which a person may be entitled by law, Bylaw, agreement, vote of Full Members or Directors, or otherwise, to the extent permitted by law.

ARTICLE XIV

AMENDMENT OF BYLAWS

14.01 Amendment by the Board Except as provided in Section 14.02, these Bylaws may be altered, amended, or repealed and new bylaws adopted by the Board of Directors.

14.02 Amendment By Members These Bylaws may also be altered, amended, or repealed and new bylaws adopted by a majority vote of the Full Members present, in person or by proxy, and in good standing at an annual or special meeting of the Members at which a quorum is present. However section Article VII Section 7.15 may only be amended by the Full Members.

ARTICLE XV

GENERAL PROVISIONS

15.01 Waiver of Notice Whenever any notice is required to be given under the provisions of the Act, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

15.02 Spouses whenever a membership in the Corporation is held in the name of a married couple, they shall be counted as separate persons for the purposes of voting.

15.03 Non-discrimination The Corporation shall not discriminate against any person or persons on the basis of a protected class including but not limited to sexual orientation or appearance based on gender norms.


15.04 Covenants, Articles of Incorporation and Applicable Law These Bylaws are subject to (a) applicable provisions of the Covenants, (b) the Articles of Incorporation, and (c) applicable law, as any of the foregoing may be amended from time to time.

15.05 Savings Clause If an provision of these Bylaws shall be invalidated on any ground by a court of competent jurisdiction, such invalidity shall not affect the remaining provisions of these Bylaws, which shall continue in full force and effect.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly appointed and acting Secretary of Bent Tree West Swim and Tennis Club, Inc. (The "Corporation"). I further certify that the foregoing set of Bylaws was duly adopted as the Bylaws of the Corporation by the Board of Directors of the Corporation effective as of June 7, 2016.

Executed this 7th day of June in the year 2016


Daniel McElrath
Secretary