

**AMENDED BYLAWS OF  
SEVEN HILLS CLUB**

**SECTION 1 IDENTIFICATION, OFFICES AND REGISTERED AGENT**

Section 1.01. *Name.* The name of the Nonprofit Corporation shall be Seven Hills Club (“Club”).

Section 1.02. *Registered Office.* The registered office of the Club will be located at 1317 Hildreth Drive, Nashville, Tennessee 37215, or as determined by the Board of Directors (“Board”).

Section 1.03. *Principal Office.* The principal office of the Club will be located at 1317 Hildreth Drive, Nashville, Tennessee 37215, or as determined by the Board.

Section 1.04. *Registered Agent.* The registered agent of the Club will be as determined by the Board.

**SECTION 2 MEMBERS**

Section 2.01. *Members.* Any person who is a resident of the State of Tennessee and 18 years of age or older may become a member of this Club.

Section 2.02. *Member Classes.* Members of this Club will be divided into classes as follows:

A: **Family Memberships:** This membership shall consist of the head of the household, spouse, and immediate family members permanently residing at one address. Children in the family shall be afforded privileges of the club if they are full-time students.

B: **Adult Single Membership:** This membership is for a single adult without children or other immediate family members who will be using the Club facilities.

C: **Tennis Only Membership:** This membership is for a single adult who will be using only the Club’s tennis facilities.

Section 2.03. *Privilege of Members.* All regular members are entitled to participate in all programs, activities and meetings of the Club, and to the use of the facilities maintained by the Club. Tennis Only members may utilize the tennis facilities. Members are entitled to one vote per membership at all meetings of the Club, and to serve on any of its committees.

Either spouse of a membership may serve as an officer or director, but no more than one member of a household shall serve as an officer or director at the same time. Any number of people from the same household may at the same time be committee members.

Section 2.04. *Election to Membership.* The Board may elect any eligible applicant to membership and determine the classification of membership. Seven Hills Club will not

discriminate on the basis of race, religion, sex, or country of origin. Upon notice of election and payment of the initiation fee and current dues as determined by the Board, and adhering to the Club's rules, that applicant shall be deemed to be a member in good standing.

Section 2.05. *Suspension and Expulsion of Members.*

- A. Billing for annual dues will be sent on or before January 2 for the upcoming year, and payment is due by January 15<sup>th</sup>. If payment is not received by January 31<sup>st</sup>, or the Member has not elected to be billed monthly by the due date, the Member may be suspended without notice for one month. If payment has not been received by March 1<sup>st</sup>, the Member's membership will be terminated.
- B. For a Member using monthly bank drafts, the Board may suspend any Member whose dues have become delinquent and remain unpaid for a period of 30 days. Notice of the suspension may be given by letter or email. The Member shall not thereafter be eligible to enjoy any of the privileges of membership until all delinquent dues, including dues accruing during the suspension, are paid.
- C. If any Member has been suspended for failure to pay dues, and the suspension continues for a period of two months, the Member's membership will be terminated.
- D. If any Member (adult or child) conducts themselves in a manner detrimental to the health, safety, or welfare of the other Members or staff, after reasonable notice and hearing, the Board may expel the member.
- E. A Member who has been expelled may be readmitted as a Member upon a 70% affirmative vote of the Board. If expulsion was for nonpayment of dues, a condition of readmission shall be the payment of all dues owed at expulsion and dues accruing between the date of expulsion and the date of readmission.

Section 2.06. *Resignation.* Any Member may resign at any time. All dues and fees accrued are due immediately at the time of resignation, which includes full payment for a Member that elected to be billed monthly. Notification of resignation must be in writing. All dues become due and owing on January 1st of each year. The dues may be paid in full or on a monthly bank draw. In the event a Member resigns, all fees become due and owing immediately.

Section 2.07. *Dues.* Dues must be paid in full by January 31<sup>st</sup> of each year or by monthly written bank draft authorized by the Member. The amount payable as dues for any class of Members shall be set by the Board.

Section 2.08. *Meetings.* There will be an annual meeting of the Members, which will be held at the Club unless otherwise notified.

Section 2.09. *Special Meetings.* There will be a special meeting of the Members upon the call of the Board or the President, or upon the written demand(s) to the Secretary by Members holding at least 5% of all votes entitled to be cast on any issue to be considered at the proposed special meeting. Any call or demand for a special meeting shall describe the purpose(s) for which the special meeting is to be held. Only business within the

purpose(s) described in the meeting notice for the special meeting may be conducted at such meeting.

Section 2.10. *Notice of Meetings.* The Board shall notify the Members of the date and time of each meeting and special meeting of Members no fewer than 14 days, nor more than four months before the meeting date. If a meeting is adjourned to a different date, time and/or place, notice of the new date, time and/or place need not be given if they are announced at the meeting before adjournment, unless a new record date is or must be fixed.

Section 2.11. *Quorum.* For a meeting of Members, the presence in person of one Member of the Board plus 5% of the Members of the Club will constitute a quorum.

Section 2.12. *Number of Votes.* Members are entitled to one vote Membership.

Section 2.13. *Voting Requirements.* Any action on any matter voted upon at a meeting of the Members is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast against the action. The voting may be by secret ballot. A Member may vote by written proxy at any meeting, but the proxy vote must be presented by a Member attending the meeting. All motions must be made, seconded, and voted upon by Members. If there are multiple choices for a member of the Board, the winner will be decided by the highest vote count.

Section 2.14. *Visitors.* Any Member shall have the privilege of introducing as a visitor to the club any person who is a friend, relative, or houseguest. The Member hosting each guest shall be required to pay the necessary guest fee. The Member shall immediately register the guest and his or her own name as introducer in the proper place kept for this purpose. The Member must be at the Club the entire time the visitor is present.

Section 2.15 *Visitor Limit Notice.* When a Member of the club is inviting more than six persons as guests, the Member must first make a reservation with the Club Manager or other authorized personnel.

Section 2.16. *Visitor Conduct.* A Member shall be responsible for the conduct of guests at the Club.

### **SECTION 3 BOARD OF DIRECTORS AND OFFICERS**

Section 3.01. *General Powers and Qualifications.* All corporate powers of the Club will be exercised by and under the authority of, and the business and affairs of the Club shall be managed under the direction of the Board. The Board determines policies of the Club and has absolute discretion in the disbursement of its funds and management of its assets for the purposes stated in these Bylaws. The Board shall employ and set the salaries of paid employees and staff of the Club. The Board may delegate management and control to the President, and/or to other members of the Board or employees or agents of the Club, between meetings of the Board.

Section 3.02. *Number of Directors.* The Board will be comprised of nine Members. All members of the Board must be Members of the Club at the time of election and thereafter throughout their term in office.

Section 3.03. *Term Limits of Directors.* A Member may serve two consecutive three year terms upon the Board. Upon conclusion of the second term, the Member must remain off the Board for two years. Thereafter, the Member may submit their name for election to the Board.

Section 3.04. Board Election Procedure, Election to Board, and *Tenure.* In advance of the annual Membership meeting, the Board shall determine the number of Board vacancies and invite members of the Club who are interested in Board service to submit their names for nomination.

At the annual meeting of members, the number of nominees equal to the number of available board positions receiving the highest numbers of votes shall be declared elected directors for the ensuing three-year period.

The election of directors shall be by secret ballot.

A Board member is elected by the Members at the annual. If a vacancy occurs, the remaining Board members shall vote to fill the vacant position. If the Board selected a member of the Board based upon a vacancy, the Members shall elect a director to serve out the originally vacant term at the next annual meeting.

Section 3.05. *Attendance at Meetings.* Directors may personally attend any Board meeting or may participate by any means that allows all Directors to communicate with each other so that all Directors participating may simultaneously hear each other during the meeting, including but not limited to, electronic communications, conference calls, video conferencing, and internet conferencing. A Director participating in a meeting by these means is deemed to be present in person at the meeting. If the Secretary cannot attend a meeting, the Board attendees will appoint another Board member to take and record minutes of the meeting.

If a Director misses more than three meetings in a year or are not active participants of the Board, the Board reserves the right to remove them as a Director by a 70% vote of the Board.

Section 3.06. *Regular Meetings.* Meetings of the Board will be held at least every two months. Additional meetings may be necessary to conduct business of the Club. Every effort shall be expended in scheduling the Board meetings to ensure the highest attendance possible. If a non-Board member desires to speak at a Board meeting, the information must be presented to an Officer for inclusion upon the agenda, unless the person was asked to speak by the Board.

Section 3.07. *Special Meetings.* Special meetings of the Board may be called by a Director. If a non-Board member desires to speak at a Board meeting, the information must be presented to an Officer for inclusion upon the agenda, unless the person was asked to speak by the Board. Any call or demand for a special meeting shall describe the purpose(s) for which the special meeting is to be held. Only business within the purpose(s) described in the meeting notice for the special meeting may be conducted at such meeting.

Section 3.08. *Notice of Meetings.* Meetings of the Board must be preceded by at least seven days' notice to each Director of the date, time and place, and the purpose of such meeting. The notice may be provided by written notice, email, facsimile, or orally to each Director.

Section 3.09. *Quorum.* For a meeting of the Board, the presence in person of 50% of the Board shall be necessary to constitute a quorum. If a quorum is not constituted at a meeting, the chairman of the meeting shall have the power to adjourn the meeting to another date, time and/or place without notice other than announcement at the meeting, unless a new record date is or must be fixed, until the requisite quorum is present or represented, when any business may be transacted which might have been transacted at the meeting as it was originally scheduled before adjournment.

Section 3.10. *Voting Requirements.* Any action on any matter voted upon at a meeting of the Board is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast against the action. The voting may be by secret ballot.

Section 3.11. *Action Without Meeting.* Action which is required or permitted to be taken at a meeting of the Board may be taken without such a meeting if all of the Board of Directors consent to taking such action without a meeting. If all of the Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board. Such consent (or counterpart(s) thereof) shall describe the action taken, be in writing, be signed (including electronic signatures) by each Director consenting, and be delivered to the Secretary and included in the minutes or corporate records. Electronic mail or facsimile transmissions may be utilized. The consent may be executed in any number of counterparts with the same effect as if the consenting Directors had signed the same document. All counterparts shall be construed together and shall constitute one and the same document. A faxed or e-mailed copy of this document shall be deemed an original.

Section 3.12. *Resignation.* A director may resign at any time by delivering written notice to the Board, its President, or to the Club. A resignation will become effective upon receipt by the Board, its President, or Club.

Section 3.13. *Indemnification.* With respect to claims or liabilities arising out of service as a Director of the Club, the Club shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the Act, and to the extent the Club has any assets.

Section 3.14. *Duties.* The Directors shall discharge all duties as a Director in good faith, with the care an ordinarily prudent person in a similar position would exercise under similar circumstances, and in a manner a Director reasonably believes to be in the best interests of the Club.

Section 3.15. *Removal.* By a 70% vote of the remaining Directors, any individual Director may be removed from office for failure to properly fulfill the responsibilities of office or for conduct unbecoming a Director, which is at the Board's discretion.

Section 3.16. *Compensation.* Directors will not receive any stated salaries for their services, but will be reimbursed for actual, usual, and customary expenses.

Section 3.17. *Required Officers.* The required officers of the Club will be a president, vice-president (president-elect), and treasurer. The officers are elected by the Board. A secretary may be a Director or a Member selected by the Board.

Section 3.18. *Officers' Tenure.* Officers serve a two-year term or until successors are duly elected. The Board fills any vacancy.

Section 3.19. *President's Compensation.* The president shall not receive a salary, but shall not pay Club dues during his or her term serving as president.

Section 3.20. *Removal or Resignation.* By a 70% vote of the Board, any individual Officer may be removed from office for failure to properly fulfill the responsibilities of office or for conduct unbecoming an Officer, which is at the Board's discretion. An individual Officer may resign at any time by giving 10 days written notice to another Officer or the Board. If a vacancy occurs during this year, the vacancy will be filled as provided within these Bylaws.

Section 3.21. *Vacancies.* Any vacancies occurring in the offices of the President or Secretary will be filled as soon as practicable.

Section 3.22. *Delegation of Powers and Duties.* In case of the absence of any officer of the Club, the Board may delegate the powers of such officer to any other officer or to any Director for the time being.

Section 3.23. *Director and Officer Conflict of Interest.* No contract or other transaction between the Club and one or more of its Directors or officers, or between the Club and any other corporation, firm, or entity in which one or more of the corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) is (are) present at or participates in the meeting of the Board or a committee thereof that authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purposes, if:

- (a). The fact of such relationship or interest is disclosed or known to the Board or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director(s) or officer(s);
- (b). The fact of such relationship or interest is disclosed or known to the Members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (c). The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee thereof, or the Members.
- (d). If the Board considers an action in which a Director has an interest in the outcome, the Director shall disclose this interest to the Board and recuse himself or herself from the discussion and vote on the item. A Director may propose to the Board an action in whose outcome the Director has an interest, but must disclose this interest to the Board and recuse himself or herself from the subsequent discussion and vote on the item
- (e). The Board will not authorize loans of the funds of the organization to any Director.
- (f). Any Director with substantial financial dealings with the organization will not be eligible to serve as an officer of the Corporation.

Section 3.24. *Indemnification.* With respect to claims or liabilities arising out of service as an Officer or Director of the Club, the Club shall indemnify and advance expenses to each present and future Officer (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the Act, and to the extent the Club has any assets.

Section 3.25. *Guest Fees.* The Board shall set guest fees for non-members.

Section 3.26. *Committees.* The Board will establish such committees or task forces, and engage and employ such personnel as, in its judgment, will best promote the purposes of the Club. A Director shall serve upon a committee.

#### **SECTION 4 COMMITTEES**

Section 4.01. *Standing Committees.* The Club shall have the following standing committees, to be appointed by the President with the approval of the Board.

- Tennis
- Swimming
- Membership
- Building and Grounds
- Activities/Social

Section 4.02. *Standing Committee's Member Limits.* All standing committees shall be composed of as many Members as the Board may from time to time prescribe.

Section 4.03. *Additional Committees.* The Board may establish additional standing or ad-hoc committees as deemed necessary.

## **SECTION 5 HOUSE RULES**

Section 5.01. *Club House.* The Club House and facilities will be open on such days and for such times as may be established by the Board. The Operations Manager shall notify the membership monthly in advance of the operating hours of the clubhouse and its facilities.

Section 5.02. *Parties and Entertainment.* Members may have special business or social meetings at the Club provided that reservations for such affairs are made with the Operations Manager and such affairs do not conflict with activities of the Membership. The Board sets fees for private events. The Club may allow non-Members to rent the Club House.

The Member shall be responsible for the fees and any breakage or damage to Club property occurring by reason of the use of the Club for a private party.

Reservations placed with the Operations Manager will be considered binding unless cancelled 24 hours prior to the scheduled events.

Section 5.03. *Tennis and Swim Rules.* Rules specifically relating to the use and operation of the tennis and swimming facility may be submitted for Board approval by the swim committee and the tennis committee for the respective activities.

Section 5.04. *Personal Conduct and Privileges.* Equal rights and privileges shall be accorded all Members.

Any person creating a disturbance on Club property may be requested to leave by a director, an officer, the club manager, staff member, or other authorized personnel.

Parking of vehicles shall be in the parking area prescribed.

No Club property of any description may be removed from the Club grounds.

## **SECTION 6 RECORDS, BUDGETS, FINANCES, AND CONTRACTS**

Section 6.01. *Corporate Records.* The Club shall keep as permanent records minutes of all meetings of its Board, a record of all actions taken by the Board without a meeting, and appropriate accounting records.

Section 6.02. *Records at Principal Office.* The Club shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;



- (b) Its Bylaws or Restated Bylaws and all amendments thereto;
- (c) Resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (c) The minutes of all meetings and the records of all actions approved by the Directors for the past three (3) years;
- (d) All written communications to Directors generally within the past three (3) years, including the financial statements for the past three (3) years;
- (e) A list of the names and business or home addresses of the current Directors and officers; and
- (f) The most recent annual report delivered to the Tennessee Secretary of State.

Section 6.03. *Financial Records*. The Club's financial records shall be available at all times for examination or audit as the Board shall order.

Section 6.04. *Contracts*. The Board may authorize any officer(s) or agent(s) to enter into any contract or execute any instruments in the name of the Club, and said authority may be general or confined to specific causes.

## **SECTION 7 MISCELLANEOUS PROVISIONS**

Section 7.01. *Fiscal Year*. The fiscal year of the Club will be from January to December. **UNLESS THE FISCAL YEAR FOR TAX AND OTHER PURPOSES IS DIFFERENT**

Section 7.02. *Section Headings*. Section, paragraph and other heading contained in these Bylaws is for reference purposes only and are in no way intended to describe, interpret, define, amplify or limit the scope, extent or intent of these Bylaws or any provision hereof..

Section 7.03. *Severability*. If any provision of these Bylaws is held to be illegal, invalid or unenforceable under present or future laws effective during the term of these Bylaws, the legality, validity and enforceability of the remaining provisions of these Bylaws shall not be affected thereby, and in lieu of such illegal, invalid or unenforceable provisions there shall be added automatically as part of these Bylaws a provision as similar in terms to such illegal, invalid or unenforceable provision as may be possible and be legal, valid and enforceable.

Section 7.04. *Robert's Rules of Order*. Matters of procedure at any meeting of the Membership, or of the Board, shall follow rules, which may be adopted by the Board. If no rules of procedure have been adopted, and if the matter is not provided for in these Bylaws, Robert's Rules of Order shall govern.

## **SECTION 8 AMENDMENT OR REPEAL OF BYLAWS**

Section 8.01. *Bylaws*. These Bylaws may be amended, altered or repealed in whole or in part in any regular or special meeting of the Board regularly called; or by written consent as provided by Tennessee law and these Bylaws. Any amendments so adopted by the Board shall be placed on the ballot at the subsequent meeting of the Membership for ratification.

Amended 11/5/2023