

BY-LAWS
OF THE
HUNTERS CREEK SWIM & RECREATION CLUB

ARTICLE I

Name and Purpose

Section 1 The corporate name shall be the HUNTERS CREEK SWIM & RECREATION CLUB.

Section 2 The purpose for which the corporation is formed is the maintenance and operation of a club and facilities for swimming, tennis and other sports for the use by and entertainment of the members and their guests.

Section 3 The domicile and place of business of the corporation shall be in Bexar County, Texas, herein it shall also maintain a business office.

Section 4 All revenues from every source shall be used for the purpose of purchasing and operating the property and facilities of the corporation, and the repair, maintenance and improvement, or betterment of the same, and for such other purposes as the Board of Directors may direct, provided that no profits shall be distributed to or for the benefit of members.

ARTICLE II

Membership

Section 1 Eligibility for membership in the HUNTERS CREEK SWIM & RECREATION CLUB, hereinafter referred to as Club, requires residence in Hunters Creek.

Section 2 Application for membership shall be in writing and in the form prescribed by the Board of Directors. Such applications shall be filed with the Board of Directors, through any officer of the CLUB, or the Chairman of the Membership Committee. The application will be accompanied by payment of the required fee as fixed by the Board of Directors.

Section 3 Each member shall be issued a card, certificate, or

other written instrument evidencing membership rights and shall entitle such member to the full use of the club facilities. The card or certificate is non-negotiable and non-transferable. The membership is issued to that individual, generally the head of the household, who makes application and pays all fees contingent upon that membership. That individual and spouse shall be entitled to the exercise of all privileges, rights, and responsibilities as a member in good standing. However, there shall be accorded only one (1) vote per membership at all business meetings of the corporation.

Section 4 Each person elected to membership shall be notified thereof in writing and his (her) acceptance of membership shall include his (her) obligation and agreement to abide by and conform to the by-laws and rules and regulation; promulgated by the Board of Directors in all respects, and to pay promptly all dues and charges incurred by him (her). Each person elected to membership must within thirty (30) days after receipt of notice thereof, pay to the corporation such amounts as are then payable as initiation fees and dues, including all taxes due thereon, and until these payments are made the newly elected members shall not be entitled to the privileges of membership. Failure to pay such amounts within thirty (30) days, shall, at the option of the Board of Directors, render his (her) election to membership void and of no effect.

Section 5 Each member in good standing, and the members of his (her) immediate family, shall be entitled to the use and enjoyment of the property and facilities of the corporation, including the club house and grounds, subject to the by-laws and rules and regulations of the corporation.

Section 6 Persons who are not members shall not have access to the properties or facilities of the corporation except as guests of members or as may be otherwise directed by the Board of Directors.

Section 7 Guests shall be invitees of members and must be accompanied by the sponsoring member or enjoying the privileges of a guest card or otherwise as directed by the Board of Directors. Bona fide house guests may be exempted from certain fees at the discretion of the Board of Directors. Guests shall at all times comply with the by-laws of the corporation and all rules and regulations in effect.

Section 8 Any non-member who is eligible for membership may be restricted in the use of guest privileges as specified by the Board of Directors.

Section 9 Any member, guest or visitor may be suspended or expelled or denied the use of the facilities and properties of the corporation, the club house, or grounds by the Board of Directors for conduct prejudicial or injurious to the interests of or to the good order, peace, and welfare of the club. The Board of Directors shall be the sole judge of what constitutes such conduct. Such suspension carries with it a specific time limitation. An expulsion is permanent unless the affected persons request, in writing, reconsideration by the Board of Directors and at least three (3) years have transpired since the original Board action.

Section 10 Whenever the dues or other indebtedness of a member shall remain unpaid for thirty (30) days after becoming due, then a second or warning notice shall be sent to sue; delinquent member and if the charges remain unpaid after fifteen (15) days after the second or warning notice, the delinquent member shall be suspended from membership.

Section 11 No member who is suspended, expelled or resigns: from the corporation, will be entitled to the return of his (her initiation fee or any other monies paid by him (her) to the corporation, except at the discretion of the Board of Directors.

ARTICLE III

Meetings

Section 1 The regular annual meeting of the members shall be held at a convenient time and place as designated by the Board of Directors. The membership shall receive reports of the operation of the corporation for the preceding year and shall elect the new Directors to the Board of Directors.

Section 2 Notice of time and place of the annual meeting will be directed by the Board of Directors.

Section 3 Special meetings of the members to present

recommendations to the Board of Directors may be called upon the request in writing to the Board of Directors of fifty (50) members, eligible to vote.

Section 4 The Board of Directors is given the right to determine the agenda and order of business of all meetings except that it cannot deny the membership the right of a special meeting and presentation by the membership of its recommendations as supported by written petition of fifty (50) members, eligible to vote. All meetings shall be conducted under Robert's Rules of Order as governing the procedure of matters before the meeting.

ARTICLE IV

Board of Directors

Section 1 The property, facilities and affairs of the corporation shall be completely and fully managed and controlled by the Board of Directors and it shall have the power to adopt by-laws and rules and regulations governing the conduct of the affairs of the corporation. The membership of the Board of Directors shall be not less than six (6), and not more than fifteen (15) Directors.

Section 2 Any member of the corporation in good standing is eligible to serve on the Board of Directors.

Section 3 The election of the Directors shall occur at the regular annual meeting of the membership at such convenient time and place as the Board of Directors may designate. It is desirable that the election be held during the month of February but not later than the 15th of March in order that the new Board will have time for its organizational meeting in advance of the beginning of the new membership year, the 1st of April.

Section 4 The Directors shall hold office for the term for which elected and until a successor shall have been elected and qualified. A Director elected by the membership shall serve a three (3) year term. A member may serve more than once as a Director to fulfill a full or an unexpired term provided that a period of one year or longer has elapsed since his or her last tenure as a Director.

Section 5 The Board of Directors has the authority to elect

a new Director to complete the unexpired term of office of a Director who has resigned or has been removed from office.

Section 6 Special meetings of the Board of Directors may be held at the call of the President or by any two members of the Board of Directors.

Section 7 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees of Directors, each of which committees shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation.

Other committees, not having and exercising the authority of the Board of Directors in the management of the corporation, may be designated and appointed by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, or by the President thereunto authorized by like resolution of the Board of Directors.

Section 8 The Board of Directors shall invite at least one former Director to serve for a one (1) year term as an Advisory Director. This office shall be without vote in the proceedings of the Board but shall include such duties and authority as the Board of Directors may designate.

Section 9 A majority of the elected Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10 The Board of Directors shall set all initiation fees and all other charges to be made by the corporation. In special cases where a member in good standing foresees an extended absence from HUNTERS CREEK SWIM & RECREATION CLUB and is unable to use the facilities of the club, that member should, in writing and in advance of the projected absence, request of the Board of Directors that the annual dues for the period of the absence be waived. The Board of Directors has the authority for waiver of annual dues for not more than two (2) years.

ARTICLE V

Officers

Section 1 The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Any two (2) or more offices may be held by the same person except the offices of President or Secretary.

Section 2 The officers shall be elected at the first meeting of the newly constituted Board of Directors. To be elected, each candidate for office shall be a Director and shall receive a majority vote of the Directors present at the meeting, a quorum being present. Each officer shall be elected for a term not exceeding one (1) year but there is no restriction to the number of terms to which a person may be elected, provided that nothing herein shall be inconsistent with applicable law.

Section 3 The President shall be the chief executive officer of the corporation. The President shall execute any such instruments and documents in the name of the corporation as may be necessary and proper in the management of the affairs of the corporation.

Section 4 The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall also perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5 The Secretary shall record all the proceedings of meetings of the Board of Directors in a book kept for that purpose, and shall perform all other duties usually incident to such office or which may be delegated by the Board of Directors.

Section 6 The Treasurer shall cause to be kept regular books of account of the corporation's funds and property and shall perform all other duties usually incident to such office or which may be delegated to them by the Board of Directors.

Section 7 The other officers shall exercise such powers

and perform such duties as may be delegated to them by the Board of Directors.

ARTICLE VI

Resignations and Vacancies

Section 1 Any Director or officer of the corporation may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 2 Vacancies in the office of any Director or officer shall be filled by the affirmative vote of the remaining Directors, though less than a quorum. A Director or officer elected to fill a vacancy shall be elected for the unexpired term of his (her) predecessor in office.

ARTICLE VII

Notice

Section 1 Whenever any notice is required by the by-laws, the notice so required shall be deemed to be sufficient if given by depositing the same in the United States Postal Service in a sealed postpaid envelope, addressed to the person entitled thereto, at his (her) last known address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given may be waived by the person entitled thereto by waiver thereof in writing, signed by the person or persons entitled to such notice, either before or after the time stated therein.

ARTICLE VIII

Indemnification

Section 1 Every Director, Officer, or employee of the CLUB shall be indemnified by the corporation against-"all expenses and liabilities, including counseling fees, reasonably incurred or imposed upon him (her) in connection with any proceedings to which he (she) may be made a party, or in which he (she) may become involved, by reason of his (her)

being or having been a Director, Officer, or employee of the CLUB, or any settlement thereof, whether or not he (she) is a Director, Officer, or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his (her) duties. The foregoing right to indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, or employee may be entitled.

ARTICLE IX

Amendments

Section 1 The by-laws may be altered, amended, repealed, or suspended by a majority vote of the Directors of the corporation at any regular or special meeting of the Board of Directors, provided that notice in writing of the character of the proposed amendment shall have been mailed to each Director at least seven (7) days before the meeting at which the proposed amendment is acted upon.