

**BY-LAWS OF FOUR SEASONS BATH & RACQUET CLUB, INC.**

**ARTICLE I**  
**NAME, MEMBERSHIP, OWNERSHIP**

**Section 1 - Name:** The name of this Association shall be “Four Seasons Bath & Racquet Club, Inc.” (“Club”), also doing business as Four Seasons HOA (“FSHOA”).

**Section 2 - Membership Categories:** There are 2 current categories of membership:

- (1) **Owner-Members** – Dues-paying owners of dwellings or home sites on Innsbruck Drive, Winged Foot Drive, St. Tropez Way, and Cat Cay Court, in the Community known as Four Seasons Subdivision, located in Fulton County, Georgia;
- (2) **Non-Owner-Members** – Dues-paying members who do not own dwellings within Four Seasons Subdivision.

The Club also maintains a small number of Supporting Level Memberships for previously approved owners of dwellings or home sites in Four Seasons Subdivision paying a reduced dues fee. The Club does not offer new Supporting Level Memberships.

**Section 3 – Definition of Members:** Memberships, Dues, and Assessments are attributed per-dwelling, with each person in the Head of Household’s immediate family and living at the same address being given membership privileges (hereafter “Member-Family”). A Member-Family will be considered to include, also, any unmarried children who live away from home as full-time students. Members over the age of 18 are entitled to voice in Membership Meetings, but each Member-Family receives only one vote. Only Owner-Members are eligible to serve as Officers of the Association.

**Section 4 – Admission to and Duration of Membership:** Member-Families are admitted to the membership of the Club upon payment of the initiation fee and annual dues. To remain a Member in good standing, a Member-Family must pay the annual dues and assessments by their due dates. In the absence of special arrangements authorized by the Board of Directors, a Member’s failure to pay such dues and/or assessments within one month of their due date may be considered by the Board of Directors as conclusive proof of such Member’s resignation from membership in the Club.

**Section 5 – Expulsion of Members:** A member may be expelled from the Association only in cases of: a) repeated criminal activity; b) repeated instances of behavior so disruptive to the neighborhood and its members that law enforcement has been involved on multiple occasions; c) repeated violation of posted rules at the Pool and/or Tennis facilities. At any regular or special Membership Meeting of the Club, any one or more Members shall be expelled for cause by a vote of eighty percent (80%) of the total

47 number of Members in good standing. A Separate ballot shall be taken with respect to  
48 each Member whose expulsion has been proposed. There shall be no voting by proxy on  
49 such ballot. The proposal for the expulsion of any Member shall be made in writing,  
50 directed to the Board of Directors, and upon review of the complaint by the Board, not  
51 less than eighty percent (80%) of the Board of Directors must concur to authorize a call  
52 for, or putting the matter on the agenda of, a Membership Meeting to consider the  
53 proposal for expulsion. The Board, in its discretion, may afford a hearing to the Member  
54 whose expulsion has been proposed. It is mandatory that, at the Membership Meeting  
55 considering a Member's expulsion, such member shall be given an opportunity to be  
56 heard in response to the proposal.

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58 **Section 6 – Membership Rights and Privileges:** Members enjoy the following rights  
59 and privileges:  
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- 61 A. All Members are equally entitled to full use of the Club's recreational  
62 facilities and to participation in the Club's social functions, subject to the rules  
63 established by these By-Laws and by the Board of Directors.  
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65 B. All Members have equal voting rights with regard to all matters pertaining to  
66 operation of the Club, except for the restrictions set forth hereunder in  
67 paragraph C of this Section 6.  
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69 C. Only Owner-Members are entitled to:  
70 i. Any ownership rights Club Members may have in the Club's real  
71 estate possessions and any improvements thereof;  
72 ii. Any right to distributions that might be made by the Club in the  
73 event of a sale of such real estate or of the Club's liquidation;  
74 iii. Vote on any matters pertaining to or affecting such ownership and  
75 possible sale or liquidation; and,  
76 iv. Election as an Officer of the Association.  
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78 **Section 7 – Guest Privileges:** Guests of Members in good standing are welcome to make  
79 use of the Club's facilities in the company of their hosts. Members shall encourage their  
80 Guests who live within three (3) miles of the Four Seasons subdivision to join FSHOA if  
81 they will be using the facilities more than once per month. Visiting family and other  
82 overnight house guests are exempt from the one per month rule. Guest privileges may be  
83 revoked by an action of the Board of Directors in any case where it has majority  
84 agreement that the privilege is being abused.  
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**ARTICLE II**  
**MEMBERSHIP MEETINGS**

**Section 1 – Place of Meeting:** All Membership Meetings of the Club shall be held in Fulton County, Georgia, or at such suitable place convenient to the Members as may be designated by the Board of Directors.

**Section 2 – Annual Meeting:** The Annual Meeting of the Club shall be held during the month of April. The order of business at all Annual Meetings shall be as follows:

- (1) Roll call (not necessarily by voice call);
- (2) Proof of notice of Meeting;
- (3) Reading of minutes of preceding Membership Meetings;
- (4) Reports of Officers;
- (5) Annual budget proposal;
- (6) Reports of Committees, if any;
- (7) Unfinished business;
- (8) New business.

**Section 3 – Special Meetings:** The President shall be required to call a special Membership Meeting as directed by resolution of the Board of Directors or upon a petition, signed by one-third (1/3) of the Members, presented to the Secretary.

**Section 4 – Notice of Meetings:** It shall be the duty of the Secretary to deliver a notice of each Membership Meeting to the Members, stating the purpose thereof as well as the time and place where it is to be held. The delivery of such notice at least two (2) weeks prior to the Meeting shall be considered notice properly served.

**Section 5 – Conduct of Meetings:** Unless otherwise provided in these By-Laws, all Membership Meetings shall be governed in accordance with Roberts Rules of Order.

**Section 6 – Quorum:** At all Membership Meetings, a quorum shall consist of twenty-five percent (25%) of all Member-Families in good standing in accordance with these By-Laws. Attendance may be in the person of any Members from that Member-Household, or by proxy given by a Member to any other Member.

**Section 7 – Voting:** Each Member-Family shall be entitled to one vote on any matters in respect of which such Member is entitled to vote in accordance with Article I, Section 7 of these By-Laws. Votes may be cast in person by a Member or by proxy except as otherwise provided elsewhere in these By-Laws.

**Section 8 – Proxies:** Proxies must be filed with the Secretary in writing, written or electronic, at or before the appointed time of each Membership Meeting.

131 **Section 9 – Adjourned Meeting:** If any Membership Meeting cannot be organized  
132 because a quorum is not present, the Members present in person or by proxy may adjourn  
133 the meeting until a quorum can be obtained.

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135 **Section 10 – Business between Meetings:** The Membership may conduct the following  
136 types of business by email or other written correspondence in-between its Annual and  
137 Special Meetings. Any business conducted between Meetings is subject to ratification or  
138 repeal at the Membership Meeting immediately following the approval of such business.

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140 A. Election of Officers for the Association’s Board of Directors.  
141 B. Any other business approved by the Association’s Board of Directors.

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143 Business conducted between meetings shall be communicated in writing, written or  
144 electronic, by the Secretary of the Board of Directors, who shall make a good faith effort  
145 to ensure it is distributed to every Member-Household. Members will be given not less  
146 than two weeks to reply to the Secretary in the affirmative or negative. Business  
147 conducted between meetings shall require a two-thirds (66%) majority of those voting on  
148 the business in order to pass. No action shall be taken in any case where less than forty  
149 percent (40%) of Member-Households recorded a vote.  
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151 **ARTICLE III**  
152 **OFFICERS AND COMMITTEES**  
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154 **Section 1 – Officers:** The elected Officers of the Club shall be the President, President  
155 Elect, Secretary, and Treasurer. They shall perform all duties incident to their respective  
156 offices, as described hereafter and together they shall constitute the Executive Committee  
157 of The Board of Directors.  
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159 **Section 2 – President:** The President, having served as President Elect the previous year,  
160 shall be Chief Executive Officer with general powers as such. The President shall  
161 appoint from among the Members the Committee Chairpersons for the Association’s  
162 Standing Committees, as well any other Committees deemed necessary for the effective  
163 operation of the Club. The President, in consultation with the relevant Committee  
164 Chairperson, may appoint one or more Members as additional member(s) to any  
165 Committee for which it is deemed advisable or necessary to have such additional  
166 member(s). The president shall have the responsibility to coordinate the functions of the  
167 Board’s Committee Chairpersons.  
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169 **Section 3 – President Elect:** The President Elect shall assume the duties of the President  
170 in the latter’s absence or as delegated by the President. The President-Elect shall serve as  
171 the President of the Association in the year following their service as President-Elect.  
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173 **Section 4 – Secretary:** The Secretary shall keep and maintain the minutes of the  
174 meetings and other records as the Board may direct. Also, the Secretary is responsible for  
175 delivering notice of the meetings.  
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177 **Section 5 – Treasurer:** The Treasurer shall be responsible for managing the financial  
178 affairs of the Club, including the keeping of full and accurate accounts, the filing of all  
179 necessary tax, social security and similar returns, and the performance of such other  
180 duties as may be designated by the Board of Directors. The Treasurer shall coordinate the  
181 preparation of the annual budget.  
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183 **Section 6 – Committees:**  
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- 185 A. **Pool Committee:** The Pool Committee shall be responsible for the coordination  
186 of all maintenance services pertinent to the pool as well as the facilities and  
187 furniture within the pool grounds.  
188 B. **Lifeguards Committee:** The Lifeguards Committee shall be responsible for the  
189 hiring, scheduling, and the performance of lifeguards.  
190 C. **Grounds Committee:** The Grounds Committee shall be responsible for the refuse  
191 removal on a timely basis, for mowing, for maintenance of all landscaped areas,  
192 and for operation and maintenance of all equipment and installations which are  
193 not within the responsibility of the Pool Committee.  
194 D. **Membership Committee:** The Membership Committee shall be responsible for  
195 soliciting new members and renewals of membership, and for aiding the Treasurer  
196 in the collection of initiation fees and annual dues.

- 197 E. **Cookouts Committee:** The Cookouts Committee shall be responsible for  
198 coordinating, scheduling, and facilitating Member cookouts and meals to be held  
199 throughout the pool seasons for fundraising or other purposes.  
200 F. **Social Functions Committee:** The Social Functions Committee shall be  
201 responsible for coordinating, scheduling, and facilitating Association events –  
202 other than those assigned to the Cookouts Committee – for fundraising or other  
203 purposes.  
204 G. **Other Committees:** In the event any of the aforesaid Committees shall not be  
205 appointed, the Board shall provide for the coverage of the relevant responsibilities  
206 to the extent and in the manner it may deem fit. The Board may also decide to  
207 create such additional committees as it may deem necessary or useful for the  
208 proper functioning of the Club.  
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212 **ARTICLE IV**  
213 **BOARD OF DIRECTORS – CONSTITUTION AND POWERS**  
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215 **Section 1 – Number:** The affairs of the Club shall be governed by a Board of not less  
216 than seven (7) Directors, consisting of the elected Officers and the Committee  
217 Chairpersons appointed by the President in accordance with these By-Laws.  
218

219 **Section 2 – Powers:** The Board of Directors shall have the duty and the powers  
220 necessary to administer the affairs of the Club and to do all things on behalf of the Club  
221 as are not by statute, the corporation charter, or these By-Laws directed to be done  
222 otherwise. They shall be responsible for the care of the Club’s property, the collection of  
223 all payments from the Membership, and the entering into of all agreements necessary for  
224 the maintenance and operation of the Club’s facilities and property.  
225

226 **Section 3 – Terms of Office:**  
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- 228 A. President: The President shall serve a term of one year and may not be elected to  
229 serve as either President or President-Elect until at least one year has passed since  
230 holding either office.
- 231 B. President-Elect: The President-Elect shall serve a term of one year as President-  
232 Elect, followed automatically by a term of one year as President.
- 233 C. Treasurer: The Treasurer shall serve a term of two years and may be elected to  
234 consecutive terms.
- 235 D. Secretary: The Secretary shall serve a term of two years and may be elected to  
236 consecutive terms.  
237

238 Terms begin on February 1 each year and conclude on January 31 of the year the term  
239 expires.  
240

241 **Section 4 – Vacancies:** Vacancies in the Executive Committee caused by any reason  
242 other than removal of an Officer by a vote of the Membership shall be filled by vote of  
243 the majority of the remaining Directors even though they may constitute less than a  
244 quorum; and each person so elected shall be an Officer until the regular expiration of the  
245 vacant term they were elected to complete.  
246

247 **Section 5 – Removal of Directors:** At any regular or special Membership Meeting, upon  
248 a petition signed by a majority of the Members and presented to the Secretary or to the  
249 President, any one or more of the Directors may be removed from office by a vote of  
250 eighty percent (80%) of the total number of Members in good standing. A separate ballot  
251 shall be taken with respect to each Director whose removal has been proposed. Any  
252 Director whose removal has been proposed shall be given an opportunity to be heard in  
253 such Meeting. If a vacancy is thus created, the Members may elect, by a separate ballot,  
254 another member to fill the unexpired term. Any or all vacancies thus created which are  
255 not filled by the Members at that same Membership Meeting may be filled by  
256 appointment by the remaining Board of Directors.  
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258 **ARTICLE V**  
259 **MEETINGS OF THE BOARD OF DIRECTORS**  
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261 **Section 1 – Regular Meetings:** The Board of Directors shall have two Regular Meetings  
262 each year at such place as shall be fixed by the President. The first meeting of the newly  
263 elected Officers shall be held in February and the second in September, October, or  
264 November. The Secretary shall cause notice of such meetings to be given to all other  
265 Officers and to any appointed Committee Chairpersons.  
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267 **Section 2 – Special Meetings:** Special meetings of the Board of Directors may be called  
268 by the President, or by any other three (3) members of the Board, on three (3) days notice  
269 to each Director. Notice may be given personally or by mail, telephone or email, and  
270 shall state the time, place, and purpose of the meeting.  
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272 **Section 3 – Board of Directors Quorum:** At all meetings of the Board of Directors, a  
273 majority of the Directors shall constitute a quorum for the transaction of business, and the  
274 acts of the majority of the Directors present at a meeting at which quorum is present shall  
275 be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there  
276 be less than a quorum present, the majority of those present may adjourn the meeting  
277 from time-to-time. At any recalled meeting, any business which might have been  
278 transacted at the meeting as originally called may be transacted without further notice.  
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280 **Section 4 – Essential Business:**  
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- 282 A. At its February meeting, the Board of Directors shall establish or renew the  
283 necessary comprehensive and liability insurance policies for the Association. The  
284 comprehensive and liability limitations shall be those dictated and established by  
285 the Board of Directors and the premiums of such policies shall be paid by the  
286 Association.  
287 B. At its February meeting, in years in which an election for treasurer takes place or  
288 a new treasurer is appointed, the Board of Directors shall appoint an auditor,  
289 preferably a Certified Public Accountant, to perform a review of the Association’s  
290 financial records. A summary of the findings of this review shall be presented to  
291 the Members at that year’s Annual Membership Meeting.  
292 C. At its February meeting, the Board of Directors may review the previous year’s  
293 financial records and make determinations about the application of any surplus for  
294 reserves, capital improvement funds, or other budgeted accounts or expenses as  
295 appropriate, subject to approval by a majority of Member-Families.  
296 D. Prior to the Annual Members Meeting, the Board of Directors shall prepare a  
297 budget to present to the Membership for approval. The proposed budget shall be  
298 approved by the Board of Directors and delivered to the Members for review not  
299 less than two (2) weeks prior to the Annual Members Meeting.  
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**Section 5 – Business between Meetings:**

- A. The Board of Directors may conduct business by email or other written correspondence at times other than its Regular and Special Meetings. Any business conducted between Meetings is subject to ratification or repeal at the Board of Directors Meeting immediately following the approval of such business.
- B. The Board of Directors shall also be empowered to authorize such emergency expenditures, in excess of budget, as may be necessary to repair and/or maintain the facilities and properties of the Club for cases in which inaction threatens damage to persons or property.
- C. Business conducted between meetings shall be communicated in writing, written or electronic, by the Secretary of the Board of Directors, who shall make a good faith effort to ensure it is distributed to every Director. Directors will be given not less than one (1) week to reply to the Secretary in the affirmative or negative. Business conducted between meetings shall require a two-thirds (66%) majority of those voting on the business in order to pass. No action shall be taken in any case where less than five (5) Directors recorded a vote.

326 **ARTICLE VI**  
327 **OBLIGATIONS OF THE MEMBERS**

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329 **Section 1 – Initiation Fee and Dues:** The initiation fee and annual dues for each  
330 Membership category will be determined by the Board of Directors, subject to approval  
331 by a Membership Meeting.  
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333 **Section 2 – Rejoining Former Members:** Former Members wanting to rejoin the Club  
334 may be readmitted to membership upon payment of the full annual dues applicable for  
335 said year and payment of the full amount of any and all assessments that occurred during  
336 their period of non-membership.  
337

338 **Section 3 – Dues, Assessments and Reimbursements:** All Members are obligated to  
339 pay the periodic dues and assessments, if any, imposed by the Board of Directors to meet  
340 common expenses. Annual dues shall be payable on or before March 1 in each calendar  
341 year. A Member shall be liable to, and reimburse the Club for any expense incurred in  
342 repairing or replacing property damaged by any person among such Member’s guests or  
343 Member-Family. If annual dues or other charges recited herein are not paid when due, all  
344 rights and privileges of the Member-Family will be suspended until such charges or dues  
345 are paid.  
346

347 **Section 4 – Prompt Notice of Amounts Due:** Members shall be entitled to receive  
348 prompt notice, from the Secretary, Treasurer, or appropriate committee chairperson, of all  
349 dues, assessments, charges, accounts or reimbursements for repairs or damage which the  
350 Club is entitled to receive from such Member. All Members shall promptly pay all such  
351 sums as are in order or notify the Board of Directors regarding those to which objections  
352 may be made, all within fifteen (15) days after receipt of notification. The Board of  
353 Directors shall issue a final ruling on such objections within thirty (30) days of receipt of  
354 the Member’s objections, and the sums so objected to shall not be due until seven (7)  
355 days after the Member has been advised of the Board’s ruling.  
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357 **Section 5 – Conduct:** All Members and their guests shall at all times observe the rules of  
358 conduct posted at the Pool and Tennis facilities. Repeated failure to abide by the rules of  
359 these facilities is grounds for expulsion from the Association, per the process outlined in  
360 Article I, Section 5 of these By-laws.  
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366 **ARTICLE VII**  
367 **MISCELLANEOUS PROVISIONS**

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369 **Section 1 – Transfers:** Memberships are not transferrable or assignable.  
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371 **Section 2 – Fiscal Year:** The fiscal year of the Club shall run from May 1 of each year  
372 through April 30 of the following year.  
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374 **Section 3 – Exceptional Situations:** In exceptional situations, not foreseen by these By-  
375 Laws, the Board of Directors shall decide based on best judgment and the interest of the  
376 Club.  
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378 **Section 4 – Applicability of By-Laws:** These By-Laws are applicable to all Members of  
379 the Club and are established voluntarily to provide a formal method of administering and  
380 regulating the social and recreational activities and designated community areas of the  
381 Club. These By-Laws are binding on all present and future Members.  
382

383 **Section 5 – Amendment of By-Laws:** These By-Laws may be amended by a majority of  
384 votes in a duly constituted Membership Meeting, called by notice setting forth the  
385 proposed amendment which is made part of the agenda for such meeting.