

Bylaws of the Faculty Club of Duke University, Incorporated

AMENDMENTS AS PREPARED BY THE BYLAW COMMITTEE
STARTING IN FEBRUARY, 2003
AND APPROVED UNANIMOUSLY BY THE
2003-2004 BOARD OF GOVERNORS ON MARCH 17, 2004
FOR PRESENTATION TO THE MEMBERSHIP AT ITS 2004 ANNUAL MEETING

BOARD OF GOVERNORS:
PRESIDENT - TOM METZLOFF
VICE PRESIDENT (PRESIDENT-ELECT) - STEVE BALDWIN
IMMEDIATE PAST PRESIDENT - ERIC MEYERS
SECRETARY - MARTY GAGLIANO
TREASURER - JOHN RICHARDS
MEMBERS-AT-LARGE: KARLA GREENE, KATHY REGISTER, MARIANNE RISLEY, ANNE
SPORN, LEN WHITE
BYLAW COMMITTEE: TOM METZLOFF, KATHY REGISTER, ANNE SPORN, LEN WHITE

ByLaws of the Faculty Club of Duke University, Incorporated

ARTICLE I - NAME

The name of the organization shall be the Faculty Club of Duke University, Incorporated

ARTICLE II. - PURPOSE

The purpose of the organization shall be to provide a safe, clean, reliable venue for recreational activities to eligible employees of Duke University.

ARTICLE III - MEMBERS

The membership in the corporation shall consist of (1) Regular Members, (2) Transient Members, (3) Honorary Members, and (4) Inactive Members.

Section 3.1. Terms and Conditions of Regular Membership

- (A) Eligibility. Only persons in the following categories shall be eligible for Regular Membership in the corporation:
 - (i) Persons who are employees of Duke University and engaged in the teaching, research, clinical, and administrative missions of the University. The Board of Governors shall establish appropriate rules and principles for assuring the eligibility of potential members.
 - (ii) Persons who retired from employment with Duke University who were members in good standing prior to their retirement.
 - (iii) The surviving spouse of any person who was a member in good standing at the time of his or her death.

- (B) Payment of Membership Fee. New members shall pay a one-time, non-refundable Membership Fee at a rate established by the Board of Governors.
- (C) Regular Membership Dues. Each Regular Member shall pay Annual Membership Dues in an amount determined by the Board of Governors. Dues shall be payable on April 1 of each year or at such other time as the Board of Governors designates.
- (D) Special Assessment. Each Regular Member shall pay any Special Assessment that may from time to time be authorized by the Board of Governors.
- (E) Recreational Privileges of Regular Members. The Regular Members of the corporation in good standing and their immediate families shall have access to the corporation's recreational facilities on such terms (including fees for special activities and for guest privileges) as the Board of Governors shall from time to time determine. A Regular Member shall be deemed to be in good standing for purposes of enjoying recreational privileges if his or her membership has not been terminated under section 3.1(G). Penalty charges may be assessed for membership dues or regular billing not paid during a stipulated period, at a level determined by the Board of Governors.
- (F) Voting Privileges of Regular Members. At a regular or called meeting of the membership, Regular Members of the corporation in good standing shall have one vote per paid-up Membership Fee.
- (G) Termination of Regular Membership. A Regular Member's membership in the corporation shall cease upon either of the following:
 - (i) Change in employment status at Duke University so that the person would no longer be eligible for becoming a member as defined above
 - (ii) Failure to pay the member's annual dues, Membership Fee, or special assessment.
 - (iii) Failure to abide by the rules and standards of the Corporation as determined by the Board.

Section 3.2. Terms and conditions of Transient Membership

- (A) Eligibility. Only persons with visiting faculty appointments at Duke University shall be eligible for Transient Membership which shall be for a period of no more than one year.

- (B) Transient Membership Dues. Each Transient Member shall pay Transient Membership Dues (at a rate in excess of Regular Membership Dues) as determined by the Board of Governors. Dues of Transient Members shall be payable upon the acceptance of their applications.
- (C) Recreational Privileges of Transient Members. The Transient Members of the corporation and their immediate families shall have access to the corporation's recreational facilities on such terms (including fees for special activities and guest privileges) as the Board of Governors shall from time to time determine. Penalty charges may be assessed for dues or regular billings not paid during a stipulated period, at a level determined by the Board of Governors.

Section 3.3. Applications and Eligibility Determinations. All applications for membership in the corporation shall be reviewed pursuant to policies established by the Board of Governors.

Section 3.4. Transferability of Memberships. Memberships in the corporation shall not be transferable.

Section 3.5 Honorary Membership. Honorary Members may be elected from time to time by a vote of the Board of Governors. Such Honorary Members shall be exempt from payment of dues and shall have no voting or other rights except as expressly conferred at the time of his or her election. Such membership should be reserved for extraordinary circumstances.

Section 3.6 Inactive Membership. Members may elect to move to inactive status for a period of up to two years. The Board may establish an annual charge for maintaining inactive status. Inactive Members may resume active membership by paying the regular annual dues. Members may petition the Board to continue as Inactive Members for a longer period based upon special circumstances such as an extended visit at another institution or leave of absence.

ARTICLE IV - OFFICERS

Section 4.1. Officers. The officers of this corporation shall be a President, a Vice President (President-elect), a Secretary, and a Treasurer. The several officers shall perform the duties customarily incident to their respective offices and such additional duties as the Board of Governors may assign.

Section 4.2. Election of Officers. The Vice President (President-elect), the Secretary, and the Treasurer shall be elected by Regular Members of the corporation as provided in Article VI.

Section 4.3. The President. The Vice President (President-elect) shall automatically succeed to the presidency at the annual meeting of the membership marking expiration of his or her term as Vice President (President-elect).

Section 4.4. The Treasurer. The Treasurer shall have custody of all receipts, disbursements, funds, and securities of the Corporation and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Governors. The Treasurer may delegate such activities as are practicable to the Executive Director, including but not limited to preparation of disbursements, financial statements, and tax documents. The Treasurer shall provide a report at each standing meeting of the Board of Governors, a financial statement at least quarterly, and an annual report and proposed fiscal year budget at the annual membership meeting. The Treasurer shall be limited to two consecutive terms.

ARTICLE V - BOARD OF GOVERNORS

Section 5.1. Membership. The Board of Governors shall comprise the President, the Vice President (President-elect), the Secretary, the Treasurer, the Immediate Past President, and four members-at-large.

Section 5.2. Powers. The Board of Governors shall have custody of all of the property of the Corporation and shall manage the Corporation's affairs. The Board is empowered to hire an Executive Director who shall manage the day to day operation of the club. The Executive Director will attend all meetings of the Board of Governors and will report to the Board of Governors all matters germane to fulfilling the purpose of the Corporation

Section 5.3. Meetings. The Board shall meet at least bi-monthly or on call of the President. On written request signed by three members of the Board, the President shall call a meeting of the Board to be held not later than ten days from the time he receives such request. Meetings of the Board shall be held at Duke University or such other place as the President shall identify, and reasonable notice of the exact time and place of such meetings shall be given to all members of the Board.

Section 5.4. Quorum. Five members shall constitute a quorum for the transaction of business at any meeting of the Board of Governors.

Section 5.5. Annual Report. The Board of Governors shall cause to be prepared an annual report describing relevant activities and developments during the year including a summary of the Corporation's financial condition. This report shall be presented at the regular annual meeting of the membership of the corporation and shall be filed for inspection by the members.

Section 5.6. Annual Budget. The Board of Governors shall propose a budget in advance of the new fiscal year which will be presented and discussed at the annual meeting. Following the discussion such budget will be approved by the Board. No indebtedness or other obligation shall be incurred except upon authorization by the Board of Governors; however authority to make budgeted operating expenditures and incur short-term liabilities incidental thereto may be delegated to the Executive Director of the Corporation and/or the Treasurer.

Section 5.7 Executive Committee. At its first meeting of the year, the Board of Governors shall appoint an Executive Committee to be composed of the President, the Treasurer, and two Board members-at-large. In the event that the Board of Governors cannot convene for an emergency action item, the Executive Committee will exercise governing authority over the corporation's property and affairs on behalf of the Board of Governors. All other members of the Board shall be notified when the Executive Committee is to convene, and shall have voting rights should they elect to attend. Minutes of the Executive Committee's proceedings shall be provided to the Board in a timely fashion, and the Executive Committee will report its actions to the Board of Governors at the next called meeting. The Board, upon majority vote, may reconstitute the Executive Committee.

Section 5.8 Committees. The Board of Governors is authorized to appoint committees as it deems useful for supporting its business and the activities of the club. Such committees may be composed of members of the Board of Governors, Regular Members of the Club and staff of the Club. Committees will serve in an advisory capacity and report to the Board of Governors or its Executive Director with recommendations for consideration by the Board.

Section 5.9 Prohibition of Voting by Proxy. Members of the Board of Governors must be present in order to vote on matters coming before the Board.

Section 5.10 Majority Vote Required. Any matter coming before the Board shall be resolved pursuant to simple majority vote.

ARTICLE VI - ELECTIONS AND VACANCIES

Section 6.1. Regular Annual Elections. The Vice President (President-elect) shall be elected to serve three years: one year as Vice President, the next as President, and the third as Immediate Past President. The Secretary shall be elected annually for a one-year term. The Treasurer shall be elected in each even-numbered year for a two-year term. Of the four members-at-large, two shall be elected each even year for a two-year term, and two shall be elected each odd year for a two-year term. The annual election of officers shall be by Regular Members only. Such annual elections shall be held in the month of March or April, prior to the annual meeting of the membership, and shall be by mail ballots, which shall be sent to all Regular Members at the home or business address of record and shall list randomly (within position) the candidate nominated for each position. Nominations shall be by the Board of Governors, by a nominating committee appointed by it, or by nominating petitions signed by at least ten Regular Members. Candidates receiving a plurality of the votes cast shall be deemed elected and shall take office at the ensuing annual meeting. In the event that two or more candidates receiving a plurality also receive the same number of votes, each of those candidates will serve.

Section 6.2. Eligibility. All Regular Members and their spouses shall be eligible for election to serve as officers of the corporation and as members of the Board of Governors.

Section 6.3. Vacancies. Should the President resign, withdraw, or for any reason fail to serve, the Vice President (President-elect) shall immediately become President and shall serve for the remainder of the President's unexpired term. Should any officer or Board member other than the President resign, withdraw or for any reason fail to serve, such vacancy may be filled by the Board of Governors for a term to last until the position is filled in the next regular election.

Section 6.4. Supervision of Elections. The Board of Governors shall appoint a committee to supervise each election by mail ballot. Such committee shall seek to preserve confidentiality, shall count the votes, and shall certify the election results to the Board.

ARTICLE VII - MEETINGS OF THE MEMBERSHIP

Section 7.1. Annual Meeting. The regular annual meeting of the corporation shall be held at Duke University, or at such other place as the Board of Governors shall designate, and will take place before submission of the following year's budget.

Section 7.2. Special Meetings. Special meetings of the membership of the corporation may be held for the transaction of business at any time on the call of the President or the Vice President (President-elect) or the Board of Governors. Upon written request signed by ten members, the President shall call a special meeting to be held on a date not less than ten nor more than twenty days from the time he or she receives such a request.

Section 7.3. Notice. Written notice of the exact time and place of each annual or special meeting, together with the tentative agenda, shall be sent by the Secretary to all members of the corporation not later than ten days before such meeting.

Section 7.4. Quorum. At any duly called meeting of the membership of the corporation, the members present shall constitute a quorum for the transaction of business.

Section 7.5. Proxies. Members not present at a regular or special meeting of the membership may vote by proxy in accordance with the following terms: one adult immediate family member of the absent Membership holder's household shall have an implied proxy, but all other proxies shall be in writing and signed by the member granting the proxy.

ARTICLE VIII - OFFICE AND SEAL

Section 8.1. Office. The office of the corporation shall be at Duke University in the City of Durham, North Carolina, or at such other place as the Board of Governors may from time to time appoint.

Section 8.2. Corporate Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words 'Corporate Seal, North Carolina'. This seal shall be held in custody of the Secretary.

ARTICLE IX - BYLAW AMENDMENTS

Amendments to the Bylaws may be proposed to the membership upon motion passed by the Board of Governors. The proposed Bylaw changes together with an explanation of the proposed changes shall be mailed to the members for their approval or rejection by mail-in ballot. Two-thirds of the votes cast shall be required for the adoption of any proposed amendment to the Bylaws.

ARTICLE X - DISSOLUTION

In the event of dissolution or liquidation of the corporation, the assets remaining after satisfaction and discharge of all liabilities and obligations of the corporation including refund of that portion of the purchase price of all memberships then refundable, shall be distributed to Duke University for use in accordance with the purposes for which it was founded.