FERMATA CLUB BYLAWS

Updated June 2026

Article I – Offices

The principal office of the Fermata Club shall be in Aiken, South Carolina.

Article II – Membership

1. Currently there are four types of membership designated as:
    - Family membership extends privileges to the spouses, dependent children, and dependent parents of members living at the same address.
    - Couple membership extends privileges to two people, one older than 16 years living at the same residence.
    - Single membership, one person older than 16 years.
    - Tennis-only membership, single or couples.
        - No new tennis-only memberships will be accepted by the club until further notice; existing tennis-only memberships will be grandfathered in.
2. Each membership shall have one vote.
3. Applications for new membership shall be presented by the membership committee or chair to the Board of Directors in writing on a form prescribed by the Board. Applications shall be considered by the Board in the order in which received. Membership is subject to approval by a two-thirds vote of the Board and the payment of the prevailing initiation fee.
4. A member may resign at any time upon notice to the Board of Directors. Memberships are not transferable or refundable.
5. A member may be suspended for violation of club rules or for failure to pay dues or assessments by a vote of a majority of the Board of Directors. A member may be expelled from the club for cause by a vote of a majority of the Board of Directors.

Article III – Meetings of the Members

1. The annual meeting of members shall be held on a date set by the Board of Directors, preferably during the month of July, with a two-week notice of the date given to the membership.
2. Special meetings of the members may be called at any time by the Chairman of the Board of Directors or the Secretary on written request or by vote of a majority of the Directors or at the request in writing of a majority of the members. In the event of a refusal by the Chairman of the Board of Directors or Secretary to call a meeting within ten days after the receipt of a written request of a majority of the members, an agent designated by a majority of the members may call special meetings of the members.
3. All meetings of the members shall be held in Aiken County, South Carolina at such place or places as may from time to time be fixed by the Board of Directors, or as shall be specified and fixed in the respective notices thereof. Meetings will be held at The Fermata Club Gym if possible.
4. Each member entitled to a vote shall, at every meeting of the members, be entitled to one vote either in person or by proxy, signed by the member, but no proxy shall be voted on after one year from its date.
5. Notices of all member meetings shall be mailed and/or emailed by the Secretary to each member of record entitled to vote, at his or her last known post office address and/or email address, for annual meetings ten days and for special meetings three days prior thereto.

Article IV – Directors

1. The management of all the affairs, property and interests of the Fermata Club shall be vested in a Board of Directors, consisting of nine (9) persons.
2. The members shall have the power to elect and remove Directors.
3. The Directors shall hold office for three years, unless removed pursuant to Paragraph 2 above. They shall be elected by the members at the annual meeting. A nominating committee of at least three club members, no more than one from the current board, shall be appointed to nominate a slate of people willing to serve as board members to fill the vacancies for directors whose term is up. The slate of nominations shall be provided to the membership via mail or email at least 10 days prior to the annual meeting. Nominations from the floor shall be allowed at the elections. If there becomes a vacancy in the Board of Directors by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by an appointment made by majority vote of the remaining Directors.

Article V - Powers of Directors

1. The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the Fermata Club, subject to the provisions of the statute, the Certificate of Incorporation and the Bylaws.
2. The Board of Directors shall have power:
    a. To purchase or otherwise acquire property, rights or privileges for the Fermata Club, which the Fermata Club has power to take, at such prices and on such terms as the Board of Directors may deem proper; and to sell, transfer, or otherwise dispose of same except that the purchase or sale of property or entering into a single indebtedness in excess of $80,000 shall be approved by a majority of the members.
    b. To pay for such property, rights, or privileges, in whole or in part, with money, notes, bonds, debentures or other securities of the Fermata Club or by the delivery of other property of the Fermata Club.
    c. To create, make and issue notes, mortgages, bonds, deeds of trust, trust agreements, and other certificates of indebtedness, negotiable or transferable, non-negotiable or non-transferable, secured by the mortgages or deeds of trust or otherwise, and to do every act or thing necessary to effectuate the same.
    d. To appoint agents, clerks, assistants, factors, employees and trustees, and to dismiss them at its discretion, to fix their duties and emoluments and to change them from time to time and to require security as it may deem proper.
    e. To confer on any officer of the Fermata Club the power of selecting, discharging or suspending such employees.
    f. To determine by whom and in what manner the Fermata Club's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed subject to the limitation prescribed in Paragraph 2a of this Article.
    g. To establish the number, admit, suspend, and expel members in accordance with Article II, Membership.
    h. To establish the amount of initiation fees and dues.
    i. To submit to the membership at the annual meeting a report on the operations for the year just ended and a program and budget estimate for the current fiscal year.

j. To establish appropriate rules for the operation of club facilities and for the conduct of activities held on the club's premises or under the club's auspices.

Article VII – Meetings of Directors

1. Regular meetings of the Directors shall be held each month at such time and place as may be fixed by resolutions of the Board.
2. Special meetings of the Directors may be called by the Chairman on two-days notice in writing or email or on one day's notice by telephone or telegraph to each Director and shall be called by the Chairman in like manner on the written request of two Directors.
3. Special meetings of the Directors may be called at such place as is indicated in the notice thereof.
4. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured

Article VIII – Committee

1. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate appropriate standing committees.
2. Such committees shall meet at stated times or on notice to all by any of their own number. They shall fix their own rules of procedure. A majority shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary.
3. Such committees shall keep regular minute of their proceedings and report the same to the Board of Directors.

Article IX – Compensation of Directors and Members of Committees

1. Directors and members of standing committees shall serve without compensation for their services.

Article X – Officers of the Fermata Club

1. The officers of the Fermata Club shall be a Chairman of the Board of Directors, Vice-Chairman, a Secretary, and a Treasurer. All officers shall be chosen from among the Directors by the Directors at the first meeting after annual elections.
2. The officers of the Board of Directors shall hold office for a three-year term. Officers may not hold the same position for more than two consecutive terms. By majority vote of the current board, an officer may be removed from the position of officer. If the office of any officer or officers of the Board of Directors becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Directors.

Article XI – Duties of the Chairman

1. The Chairman shall be the Chief Executive Officer of the Fermata Club. It shall be her/his duty to preside at all meetings of the members and Directors.
2. The Chairman shall submit a report of the operations of the Fermata Club for the year to the Directors at their meeting next preceding the annual meeting of the members and to the members at their annual meeting.

Article XII – Vice Chairman

1. The Vice Chairman shall be vested with all the powers and required to perform all the duties of the Chairman in his absence or disability and shall perform such other duties as may be prescribed by the board of Directors.

Article XIII – Chairman Pro Tem

1. In the absence or disability of the Chairman and the Vice Chairman, the Board of Directors may appoint from their own number a Chairman Pro Tem.

Article XIV – Amendments

1. These bylaws may be amended by a presentation of proposed changes to the membership and may be approved by a majority of the votes cast.