

TRILOGY WINE CLUB AT VISTANCIA

BYLAWS

REVISED October 20, 2017

ARTICLE I - GENERAL

Section A – Name of Organization:

The name of this organization shall be the Trilogy Wine Club at Vistancia, hereinafter known as TWCAV or the “Wine Club”.

Section B – Purpose of Organization:

The purpose of this organization is to promote the knowledge, appreciation and understanding of wine within Trilogy at Vistancia (the “Community”) through social and educational events where members will also have the opportunity for social fellowship.

Section C – Compliance:

These Bylaws comply with the Project Documents of the Trilogy at Vistancia Community Association (the “Association”). In the event of a conflict between these Bylaws and the Project Documents, the Project Documents shall prevail. All Wine Club operations and activities shall be subject to the “Kiva Club & Alvea Spa Wine Tasting Policies and Procedures” adopted by the Association’s Board of Directors on June 1, 2015.

Section D – Charter Club:

The TWCAV shall be operated as a chartered club of the Association in accordance with applicable statutes and the Project Documents.

Section E – Membership Roster:

The TWCAV Membership Roster is the exclusive property of the TWCAV and the Association, and shall be used only for official TWCAV and Association purposes. Use of the roster for individual or business solicitation is expressly prohibited.

Section F – Capitalized Terms:

Capitalized terms not otherwise defined herein shall have the meaning assigned by the Declaration of Covenants, Conditions, and Restrictions for Trilogy at Vistancia.

ARTICLE II - MEMBERSHIP

Section A – Membership Eligibility:

Membership shall be open to all Residents who are in good standing with the Association under the Project Documents, without discrimination as to race, color, religion, sex, familial status or

national origin. There shall be no other precondition for membership, nor will members be required to join any national, state, or regionally affiliated organization.

Section B – Guests:

Wine Club members may bring guests to Wine Club events only as permitted below.

An individual may attend no more than four (4) Wine Club events per calendar year as a guest. Once such an individual has attended four (4) Wine Club events in a calendar year, the individual may attend no more Wine Club events unless such individual is a Resident who joins the Wine Club. Although each Wine Club member may bring no more than two guests to each Wine Club event, there is no limit to the number of times Wine Club members can bring guests to Wine Club events. “Exception: If a single member purchases a guest membership in addition to his/her own membership that is considered to be a Wine Club member for the purposes of attending events, regardless of being a resident or nonresident.”

Nonresident Guests are not allowed to attend Wine Club events held outside of the Kiva Club, including, but not limited to home hosted socials except in the following example: If a home host member has overnight guests, they are welcome to attend the home hosted social as long as accompanied by the member. The home host member shall be responsible for making their house guest(s) aware of the Association and TWCAV rules and regulations.

Resident Guests and Nonresident Guests are welcome to attend Kiva Club wine tastings. All guests shall pay any non-member fee associated with those activities.

Section C – Disciplinary Procedures:

Proper conduct and common courtesy are essential. Disciplinary procedures shall be in compliance with the Chartered Club Rules, as may be amended from time to time by Association’s Board of Directors.

Section D - Dues:

Annual membership dues, for existing and new members, shall be determined by the TWCAV Board at the November TWCAV Board meeting and communicated to the membership in November of each year. Existing member dues are payable each year on or before January 31st. Dues not paid by January 31st shall be deemed delinquent and the member may be dropped from the rolls. Due amounts may change from year to year. “Notwithstanding the foregoing, new members joining after December 1st may pay the membership dues for the following year

2

that will include the December that they have joined.”

New member’s dues will include a name badge as well as membership for the first year. New members joining after January 31st may be required to pay full dues or may be permitted to pay a pro-rated amount for the remaining year, as determined by the TWCAV Board. Notwithstanding the foregoing, new members joining after December 1st must pay the prorated amount for the

remaining calendar year as well as the full amount of the next year's dues.

Members dropped from the rolls for failure to pay dues within the renewal period may rejoin the Wine Club at a later date at the renewal rate. Rejoining members must have a name badge issued by the Wine Club. If a rejoining member has lost or misplaced their name badge, they must purchase a replacement badge when rejoining the Wine Club.

Section E – Badges:

Name badges shall be issued to all members within sixty (60) days of their joining the Wine Club. Members are encouraged to wear their name badges at all Wine Club sponsored events. A replacement fee will be charged for any replacement badges.

Section F – Bylaws:

These Bylaws shall be available to all members via the club website: www.trilogywineclub.com.

ARTICLE III – OFFICERS AND BOARD MEMBERS

Section A – Composition:

The TAVWC Board shall consist of nine (9) elected officers: President, Vice President, Secretary, Treasurer and the standing committee chairpersons. Committees are identified as: Membership, Publicity, Home Hosted Socials, Kiva Club Events, and Outside Events. All officers shall be directors on the TAVWC Board.

Section B – Term of Office:

Each year, three (3) TWCAV Board members will be retired and three (3) new TWCAV Board members will be added from the membership. At the end of 2015, the following three officers will be retired: Sheri Beckman, Jim Richardson, and John Packard; at the end of 2016, the following three officers will be retired: Gina Sears and Glo Migal; the third one already left the board; and at the end of 2017, the following three officers will be retired: Janet Locklar, Kathy Hunsaker, and Norm Pitts (due to others leaving the board and Norm completing a term). The members elected in 2015 and will retire from the Board at the end of 2018 are: Lynne Petersen (replacing Glo Migal on Outside Events), Maribeth Chappell (replacing Gina Sears as Secretary), Nancy Hancock (replacing John Packard as Home Hosted chair) and Dave Brandman replacing Sue Purkat to complete his term. Thereafter, the TWCAV Board members will be retired every three years following the same pattern set forth above. The terms of the Board members shall be three (3) years. At the end of a three (3) year term, the Board member will be required to take a hiatus of at least two (2) years, after which time that person may reapply for membership to the Board. A Board member appointed to fill a vacancy on the Board who serves for at least two (2) years will also be required to take a hiatus of at least two (2) years, after which that person may re-apply for membership on the Board. A Board member appointed to fill a vacancy on the Board who serves for less than two (2) years may subsequently serve a full three (3) year term before being required to take a two (2) year hiatus.

Section C - Executive Board:

A distinction is drawn between the officers of the Wine Club that constitute the Executive Board and committee chairs. The Executive Board shall consist of four (4) members: President, Vice-President, Secretary and Treasurer. Remaining TWCAV Board members are committee chairs. Together, the officers and committee chairs constitute the TWCAV Board.

Section D – Vacancies:

A vacancy on the TWCAV Executive Board, except that of the President, shall be filled by the TWCAV Board. If a vacancy occurs in the office of President, the Vice President shall become President and the vacancy in the office of the Vice-President will be filled by the TWCAV Board. Any officers appointed to fill vacancies may serve for the remainder of the term of the officer they are replacing.

Section E – Board Meetings:

TWCAV Board meetings will normally be held on a monthly basis. Meetings may be called by the President or by a majority of the Executive Board at any time with notification to all TWCAV Board members.

Section F – Responsibility:

The TWCAV Board shall exercise and perform such powers and duties as may be prescribed by the Association Rules and TWCAV Bylaws, including, but not limited to:

- Direct and supervise the administration and management of the TWCAV.
- Attend all Board, Annual and Special Meetings of the TWCAV in so far as practical.
- Have authority to create Standing Rules and Procedures.

The TWCAV Board shall maintain position descriptions, procedures, and records in official notebooks for each TWCAV Board position to be passed on to subsequent office holders.

Section G – Board Member Duties:

Duties of the Executive Board Officers and Committee Chairpersons shall be posted in the TWCAV's Operating Rules.

Section H – Decisions by the Board:

All decisions requiring a vote of the Executive Board or the entire TWCAV Board are made by simple majority of those present. Quorum for a vote of the Executive Board is the presence of at least three-quarters (3/4) of the Executive Board members. Quorum for a vote of the TWCAV Board is the presence of at least a majority of the TWCAV Board members, including a minimum of two (2) Executive Board members. In the event of a tie vote among the TWCAV Board members, the president's vote shall prevail.

ARTICLE IV – ELECTION OF OFFICERS / BOARD MEMBERS

Section A – Applications:

Any member in good standing is eligible to serve on the Board. Applications (for specific officer positions) shall be solicited and gathered by the TWCAV Board before November 1st of each year.

Section B – Selection:

All applications shall be reviewed and a slate for the new TWCAV Board and officers shall be selected by a vote of the TWCAV Board members during the November Board meeting. A quorum of the TWCAV Board is a majority of the Board members; i.e., five (5) Board members with a minimum of two (2) Executive Board members present.

Section C – Approval:

The slate of officers shall be sent to all TWCAV members, via electronic mail by the secretary, for approval no later than November 15th with a deadline for voting of November 20th.

Section D – Confirmation:

A simple majority of those members who vote will carry. If a slate of candidates is not confirmed, the TWCAV Board shall submit a new slate of candidates to the TWCAV members for approval within thirty (30) days after the immediately preceding slate of candidates was disapproved.

Section E – New Board Seating:

The new officers will assume their responsibilities on January 1st of the year immediately following their election. If, however, a new TWCAV is not confirmed until after January 1 of the applicable year, the new officers will assume their responsibilities the day following their confirmation.

ARTICLE V - FINANCIAL

Section A – Retention of Records:

Financial records shall be retained for a period of not less than seven (7) years. **Section B – Parent Organization:**

The TWCAV operates as a part of the Trilogy at Vistancia Community Association, which is a mutual benefit, non-profit organization. Any and all bank accounts shall be opened under the TAVCA's Federal Identification Number.

Section C – Annual Audits:

On an annual basis, before January 15th, the financial statements of the TWCAV shall be presented to the Activities Director of Trilogy at Vistancia Community Association by the club treasurer. The financial statements shall include a balance sheet and an income statement and

be prepared following generally accepted accounting principles. The fiscal year shall begin on January 1, and end on the last day of December.

Section D – Access to Records:

The Activities Director and/or Director of Resort Operations, with minimum notice, shall have access to all of the books and records of the club.

Section E – Signatory Requirements:

Two (2) signatures are required on all checks. The president, vice president, secretary and treasurer shall have signatory authority on record with the bank.

ARTICLE VI – COMMITTEES

Section A – Appointments:

Chairpersons of the Membership, Publicity, Home Hosted Socials, Kiva Club Events, IT/Social Media and Outside Events committees shall be Directors elected as set forth in Article IV. Other committee chairpersons, if any, are appointed by the TWCAV Board.

Section B – Selection of Committee Members:

Committee members are volunteers selected from club members in good standing and approved by the Executive Board.

Section C – Additional Committees:

The Executive Board may create additional standing or temporary committees. Committees other than the Membership, Publicity, Home Hosted Socials, Kiva Club Events, and IT/Social Media and Outside Events and the audit committee may be disbanded at any time by the Executive Board.

Section D – Audit Committee: In addition to all other committees, the TWCAV shall have an audit committee as required by the Trilogy at Vistancia Chartered Club Rules.

ARTICLE VII – BYLAW GOVERNANCE, APPROVAL AND AMENDMENT

Section A – Governance:

These Bylaws shall serve as the governing rules for the operation of the TWCAV.

Section B – Compliance:

These Bylaws will fully comply with any applicable federal and state laws and the Association's governing documents. In the event of a conflict between the bylaws and the Association's documents or rules, the latter shall apply.

Section C – Amendments or Revisions:

This document may be amended or revised as necessary from time to time. All such amendments or revisions shall be in writing and must be approved by the Executive Board and the Association Board.

ARTICLE VIII – DISSOLUTION:

Prior to club dissolution (after all debts are satisfied), all property and assets shall be turned over to Trilogy at Vistancia Community Association. In the event that incurred debts are not satisfied by the club assets, members may be held liable

Submitted for Approval:

Signed: _Date: Club President

Recommended for Approval:

Signed: _Date: Activities Director

Certified as approved by vote of the Trilogy Wine Club at Vistancia

Board: Signed: _Date: Club Secretary

Certified as approved by vote of the Board of Directors of Trilogy at Vistancia
Community Association

Signed: _Date: Board of Directors Member

N:\HOA\Trilogy at Vistancia - 3313\General Counsel\Wine Club Bylaws\Documents\Bylaws 8-11-14 - mod AS 5-5-15 clean.docx