ARLINGTON ASSOCIATION, INC.
BY-LAWS

ARTICLE I. Name
The name of this organization shall be Arlington Association, Inc. ("Arlington").

ARTICLE II. Purpose
The purpose of this organization shall be to promote Eastern Kentucky University by providing opportunities for closer relationships among the Faculty, Staff, Alumni and friends of Eastern Kentucky University ("University") through programs of social and recreational activities.

ARTICLE III. Membership

1. Admission to Membership
Membership may be obtained by eligible persons by submitting an application together with the established fees to the Arlington office and upon approval of the application by the Arlington Board of Directors ("Arlington Board").

2. Eligibility for Membership
Eligibility for membership shall be as follows:

A. Eligibility for Alumni Membership
An individual who has twenty-five or more academic credit hours or has completed a graduate level certification (Rank I and Rank II) requiring credit hours equivalent to a comparable master's degree program from Eastern Kentucky University, and who is an active member of the Eastern Kentucky University International Alumni Association, as certified by the Secretary of the Alumni Association, is eligible for club membership, provided his/her application is approved by the Arlington Board. Individuals meeting the above requirements are identified collectively as alumni for the purposes of these By-laws.

This membership requires an initiation fee of $1000 which may be paid over a period of three (3) years. The initiation fees collected under this membership program would
become part of the “Arlington Capital Improvements Reserve.” All members meeting the above qualifications will be required to pay the applicable assessment, dues, fees and charges as established and prescribed by the Arlington Board.

B. Eligibility for Faculty and Staff Membership

An employee (faculty or staff) of the University whose appointment has been approved by the Eastern Kentucky University Board of Regents, or who is otherwise so designated by the President of the University, is eligible for Arlington membership provided the application is approved by the Arlington Board. Former members of the Eastern Kentucky University Board of Regents or individuals who have retired as members of the faculty or staff with a minimum of five (5) years' service to the institution are eligible for membership in the same manner as presently employed faculty or staff of the University.

This membership shall be required to pay an initiation fee of $1,000 which may be paid over a period of three (3) years. The initiation fees collected under this membership program would become part of the “Arlington Capital Improvements Reserve.” All members meeting the above qualifications will be required to pay the applicable assessment, dues, fees and charges as established and prescribed by the Arlington Board.

C. Eligibility for Major Donors Membership

Major benefactors to the University or the Eastern Kentucky University Foundation ("EKU Foundation") may be eligible to apply for membership in Arlington. Gift commitments for purposes of qualifying donors for eligibility for membership in Arlington are as follows:

1. A donor or donors making a gift of $1,000 or more to participate in the EKU Foundation’s Circle of Opportunity Program may be eligible to apply for membership for one year in the Arlington Association and any such approved membership may be renewed for one year periods upon continuance of such gifts of $1,000 or more in subsequent years; and

2. A donor or donors making a gift of $10,000 or more to the EKU Foundation may be eligible to apply for permanent membership in Arlington.

Membership pursuant to the above qualifications is subject to the approval of the Arlington Board consistent with applicable rules and restrictions governing the composition of Arlington membership. Additionally, all members meeting the above qualifications will be required to pay any and all applicable assessments, dues, fees and charges of the Arlington Board as established and prescribed by the Arlington Board.
D. Eligibility for Honorary Membership

Mr. W. Arnold Hanger, (deceased) donor of the Arlington House; the Governor of the Commonwealth; each member of the Eastern Kentucky University Board of Regents, including the duly elected faculty, staff and student representatives, appointed by the Governor during his/her term of office; and each President Emeritus of the University shall be honorary members. Further, the Arlington Board may designate, from time to time, additional persons for honorary memberships in recognition of major contributions to the University.

E. Eligibility for Special Membership

The Arlington Board may extend special memberships. Special memberships may be extended without payment of the entrance initiation fee and concluded at the end of the period of appointment.

F. Eligibility for Alumni of any Kentucky College or University Membership

An individual who is an alumnus of any public or private Kentucky college or university is eligible for Arlington membership, provided his/her application is approved by the Arlington Board. The identification of alumni status shall be in accordance with the applicant’s respective school. Individuals meeting the above requirements are identified collectively as at-large members for purposes of these By-laws. A maximum allowable limit of members qualifying under this subsection shall be fixed at 200 members. Once this limit is reached under this category, no further applications for membership may be approved by the Arlington Board unless and until a member from this same category ends his/her membership.

This membership requires an initiation fee of $1,500, which may be paid over a period of three (3) years. The initiation fees collected under this membership program would become part of the “Arlington Capital Improvements Reserve.” All members meeting the above qualifications will be required to pay the applicable assessment, dues, fees and charges as established and prescribed by the Arlington Board.

G. Eligibility for Local Residents Who are Not Alumni of a Kentucky College or University Membership

An individual who is a resident of Madison County (or counties contiguous to Madison County) but is not an alumni of any public or private Kentucky college or university is eligible for Arlington membership, provided his/her application is approved by the Arlington Board. Individuals meeting the above requirements are identified collectively as at-large members for purposes of these By-laws. A maximum allowable limit of members qualifying under this subsection shall be fixed at 200 members. Once this limit
is reached under this category, no further applications for membership may be approved by the Arlington Board unless and until a member from this same category ends his/her membership.

This membership requires an initiation fee of $2,500, which may be paid over a period of three (3) years. The initiation fees collected under this membership program would become part of the “Arlington Capital Improvements Reserve.” All members meeting the above qualifications will be required to pay the applicable assessment, dues, fees and charges as established and prescribed by the Arlington Board.

3. Types of Memberships – Effective March 4, 2009

Members joining after March 4, 2009 shall be divided into two (2) types: resident membership and non-resident membership.

A. Resident Membership

Resident members are those residing or those having a place of business in Madison County or counties adjacent to Madison County. Resident members shall be subject to the full dues, fees, assessments, and charges of Arlington as established and prescribed by the Arlington Board and shall be eligible to hold office and vote in Arlington elections. Resident members have full use of all Arlington facilities.

B. Non-Resident Membership

Persons who do not reside in, and have no place of business within Madison County or adjacent to Madison County, if otherwise eligible, may elect non-resident membership. Non-resident members shall not be eligible to hold office or vote in Arlington elections. Any non-resident member who because of change of residence or place of business or otherwise shall become eligible for resident membership shall be required to assume the status of a resident member and shall thereupon pay the dues for resident membership in force at the time the transfer is made. Non-resident members have full use of all Arlington facilities.

4. Types of Membership – Prior to March 4, 2009

Prior to March 4, 2009, memberships were divided into five (5) types: family membership, individual membership, dining only membership, resident membership, and non-resident membership. These membership types will remain applicable for all members who joined prior to March 4, 2009.
A. **Family Membership**

A family membership entitles all members of the immediate family of a member to full use of the club facilities, except in those areas in which Arlington rules restrict access in the interest of the Arlington membership. Immediate family is defined as including the spouse, life partner, and unmarried dependents living in a single household. A family membership may be permitted also when a single individual maintains a single household with members of his or her family.

B. **Individual Membership**

This membership entitles only the member to full use of club facilities. When the member’s marital status changes, it shall be the member's responsibility to notify the Secretary.

C. **Dining Only Membership**

A “Dining Only” Membership entitles the member to enjoy the Arlington House dining facilities privileges all year round, including the ability to reserve the Arlington House for private parties, and according to the dues, fees and charges as established by the Board of Directors and as set forth in the Arlington By-Laws, Article VI, Finances. Dining Only members do not have access to the golf course, tennis courts, swimming pool or Mule Barn. A Dining Only member shall not be eligible to hold office or vote in Arlington elections.

A Dining Only member who chooses to join as a full member shall be credited the initiation fee paid toward the Full Membership initiation fee. If a Dining Only member forfeits his/her membership, reinstatement shall only be permitted if all dues and food assessments accrued during the period of forfeiture are paid in full.

An individual who qualifies to apply for membership pursuant to any provision under the Arlington By-laws and seeks a Dining Only Membership shall pay an initiation fee of $300, which may be paid in equal annual installments over a period of three (3) years.

D. **Resident Membership**

Resident members are those residing or those having a place of business in Madison County or counties adjacent to Madison County. Resident members shall be subject to the full dues, fees, assessments, and charges of Arlington as established and prescribed by the Arlington Board and shall be eligible to hold office and vote in Arlington elections.
E. **Non-Resident Membership**

Persons who do not reside and have no place of business within Madison County or adjacent to Madison County, if otherwise eligible, may elect non-resident membership. Each non-resident member shall pay one-half the initiation fee and one-half the annual dues of resident members, plus all applicable taxes. Non-resident members shall not be eligible to hold office or vote in Arlington elections. Any non-resident member who because of change of residence or place of business or otherwise shall become eligible for resident membership shall be required to assume the status of a resident member and shall thereupon pay the dues for resident membership in force at the time the transfer is made.

5. **Founding Members**

All members of Arlington as of September 30, 1969, shall be founding members of Arlington.

6. **Membership Initiation Fee**

All memberships, other than honorary and special memberships, will be granted only with the payment of the initiation fee established by the Arlington Board.

7. **Resignation**

Any member may resign his/her membership from Arlington. Any resignation will not relieve the member’s obligations for any payment of fees and dues accrued as of the date of resignation.

8. **Permanent Suspension and Removal**

Any member may be permanently suspended or dropped by the decision of the General Manager. Refer to Arlington Association Rules, Section I, “Enforcement of Rules” for the involved procedures.

9. **Leaves of Absence**

Leaves of absence may be granted to members in good standing at the discretion of the General Manager for a period not to exceed one (1) year. Members on leave will be relieved of full dues for the period of the leave according to a schedule of fees prescribed by the Arlington Board.
10. Death and Retirement

In the event of the death of a spouse or life partner who holds a membership, the surviving member shall be eligible to retain the existing membership.

Arlington members who are eligible by virtue of being a member of the Faculty/Staff eligibility category may retain their membership eligibility upon retirement from the University, provided their service was sufficient to become vested in the University's retirement system. Vested is defined as five (5) years of service to the University.

Notification of a change in status and the appropriate mailing address should be sent to the Arlington office.

11. Change in Marital Status

In event of the divorce of a couple who hold a membership, both individuals shall be eligible to retain the existing membership.

Notification of a change in marital status and the appropriate mailing address should be sent to the Arlington office.

ARTICLE IV. Arlington Board of Directors

1. Management

The business and affairs of this corporation shall be managed by the Arlington Board of Directors, nine (9) in number. The directors need not be residents of this state.

2. Arlington Board Membership

A. Ex-officio Directors
1. The Arlington Board shall consist of two (2) representatives of the EKU Foundation as determined by the Chair of the EKU Foundation Board; two (2) representatives of University leadership as determined by the President of the University; EKU Director of Alumni Affairs (or designee), and a representative of the EKU Alumni Association (as determined by the EKU International Alumni Association Executive Council).
2. The directors need not be members of Arlington.
3. If, through an administrative reorganization, an ex-officio position title is eliminated, the Chair of the EKU Foundation, in consultation with the President of the University shall appoint an appropriate representative prior to the amendment of these By-Laws.
4. The directors shall serve a two year term or until their successors are appointed and are eligible for re-election.
B. Elected Directors

1. The Arlington Board shall consist of three (3) elected directors elected by the members of Arlington. Eligibility for election to the Arlington Board shall not be based upon membership category designation, with the exception that “honorary members” cannot be elected to the Arlington Board.

2. Elected directors must be members of Arlington.

3. Election of Arlington Board

The Secretary shall cause ballots to be printed under instructions of the Nominating Committee under Article VII of these By-laws. A single ballot shall be mailed to each eligible member. The ballot shall include instructions for voting and for the return of the ballot. Provision shall be made for verification of the eligibility of each voter by reference to the return envelope. All members of Arlington can vote for the Arlington Board, with the exception of “honorary members.”

4. Terms of Elected Arlington Board

Elected directors of the Arlington Board shall serve for a period of three (3) years, but shall not be eligible for re-election for a period of one (1) year after conclusion of a term of membership.

In the event that an elected director resigns from membership, or is otherwise removed from membership for any reason, the Arlington Board shall select a member to serve until the next duly scheduled election. At the next duly scheduled election, candidates to fill the vacancy will be elected to serve out the unexpired term.

5. Organization of the Arlington Board

The elected directors shall be chosen from membership of the whole and as of record on April 1, of each year at an election held prior to May 15 of that year. Members so elected to the Arlington Board shall assume office at the first meeting following July 1 of each fiscal year.

6. Conflict of Interest

Any member of the Arlington Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Arlington Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Arlington Board to voluntarily excuse himself and will vacate his seat and refrain from discussion and voting on said item.
7. Compensation

Directors shall not receive any stated salary for their services, but by resolution of the Arlington Board may be provided a fixed sum and expenses of attendance at each regular or special meeting of the Arlington Board, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

8. Powers of Arlington Board

The Board of Directors shall have all of the usual management powers, including, but not limited to, purchase and contract in the name of Arlington. The Arlington Board is responsible for overall policy and direction of the corporation and delegates responsibility for day-to-day operations and administration to the General Manager.

9. Meetings of Arlington Board

A. Meetings of Arlington Board shall be held at the registered office of the corporation in this state or at such place, either within or without this state, as may be selected from time to time by the Arlington Board.

   A. Annual Meetings: The annual meeting of Arlington shall be held as soon after July 1 of each fiscal year as can be arranged at the convenience of the majority of the directors.

   C. The Arlington Board shall meet at minimum quarterly and such meetings are open to all members, except that a closed session may be requested by the Chair of the Arlington Board. Notice of the meetings shall be communicated to all members. It shall also meet in special meetings as called by the Chair. All members of the Arlington Board shall be advised of the date and time of the meeting at least five (5) days prior to the meeting.

   D. Arlington Board directors are expected to attend all regular and special meetings.

10. Quorum

A majority of the directors of the Arlington Board, represented in person or by proxy, shall constitute a quorum at a meeting of the Arlington Board.

11. Proxies

Each director entitled to vote at a meeting of the Arlington Board, or a committee of Arlington, may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.
12. Conference Telephone
One or more directors may participate in a meeting of the Arlington Board, or a committee of
Arlington, by means of conference telephone or similar communications equipment by means
of which all persons participating in the meeting can hear each other; participation in this
manner shall constitute presence in person at such meeting.

ARTICLE V. Arlington Board Officers and Duties

1. Officers
The elected officers of the Arlington Board shall be a Chairman, Vice-Chairman, and
Secretary/Treasurer. They shall be elected by the Arlington Board from the Arlington
Board membership within thirty (30) days after July 1 of each year. All officers shall take
office at the first meeting of the Arlington Board following their election. Officers shall
serve a one-year term and shall serve until their successors are elected and qualified.

2. Chair
The Chair shall attend all sessions of the Arlington Board. The Chair shall convene regularly
scheduled and special Arlington Board meetings, shall preside or arrange for other members of
the executive committee to preside at each meeting in the following order: Vice-Chair,
Secretary/Treasurer.

The Chair shall be an ex-officio member of all committees.

3. Vice Chair
The Vice-Chair shall attend all sessions of the Arlington Board. The Vice-Chair will perform
duties as designated by the Chair of the Arlington Board.

4. Secretary/Treasurer
The Secretary/Treasurer shall attend all sessions of the Arlington Board and make a report at
each Arlington Board meeting. The Secretary/Treasurer shall be responsible for keeping
records of Arlington Board actions, including overseeing the taking of minutes at all Arlington
Board meetings, sending out meeting announcements, distributing copies of minutes and the
agenda to each Arlington Board members, assuring that corporate records are maintained, and
perform other duties as designated by the Chair of the Arlington Board. The
Secretary/Treasurer shall assist the General Manager in the preparation of the budget, and
perform other duties as designated by the Chair of the Arlington Board.

Article VI. Executive Officers
The executive officers of the corporation shall be chosen by the Arlington Board and shall be a General Manager. The Board of Directors may also choose other officers as it shall deem necessary. Any number of offices may be held by the same person.

1. **Salaries**
   Salaries of all officers, employees, and agents of the corporation shall be fixed by the Arlington Board.

2. **General Manager.**
The General Manager shall attend all sessions of the Arlington Board and report on the progress of the organization. The General Manager shall be the chief executive officer of the corporation. He is hired by the Arlington Board and has general and active management of the business of the corporation, including carrying out the organization’s goals and policies, subject, however, to the right of the Arlington Board to delegate any specific powers, except such as may be by statute exclusively conferred on the General Manager to any other officer or officers of the corporation. He shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. The General Manager shall have custody of the corporate funds and securities and shall keep the full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the monies of the corporation in separate account to the credit of the corporation. He shall disburse the funds of the corporation, taking proper vouchers for such disbursements, and shall render to the Arlington Board, at the regular meetings of the Arlington Board, or whenever they may require it, an account of all his transactions as General Manager and of the financial condition of the corporation.

3. **Paid Staff**
The General Manager may hire such paid staff as is deemed proper and necessary for the operations of Arlington. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the General Manager.

**ARTICLE VII. Finances**

1. The General Manager shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the Arlington Board shall deem advisable and need not be verified by a certified public accountant.

2. **Fiscal Year**

   The fiscal year of Arlington shall be from July 1 to June 30, and accounts, dues, fees, and assessments shall be established on this basis unless otherwise directed by the Arlington Board.
3. Dues, Fees and Charges

The dues, fees, assessments, and charges of Arlington will be established and prescribed by the General Manager, with approval by the Arlington Board. Items shall be payable as presented by the Arlington Board.

4. Method of Payment

Initiation fees for the first year of membership shall accompany the request for membership. Initiation fees, after the initial payment, shall be due and payable during the first month of each fiscal year until the total initiation fee is paid. Initiation fees are non-refundable and must be paid in full by the end of the third year of membership.

Dues shall be paid in advance and billed on a monthly basis; however, members shall have the option of paying monthly, quarterly, semi-annually, or annually. Dues paid in advance shall be refundable to a member resigning in good standing for any and all months after the month of resignation.

5. Delinquencies

Dues, fees, assessments, or accounts are payable upon receipt of notice. When the dues, fees, assessments, or accounts of any member shall remain unpaid for a period of twenty (20) days after a proper notice has been mailed, a second notice shall be sent. If the indebtedness remains unpaid ten (10) days after the second notice is sent, the membership will be forfeited. A member thus forfeiting such membership may be eligible for reinstatement or may resign in good standing upon payment of the indebtedness.

ARTICLE VIII. COMMITTEES

1. Standing and Other Committees

Arlington shall have the standing committees set out below and such other Committees, standing or temporary, as the General Manager or the Arlington Board shall establish. Members of the Committees shall be appointed by the General Manager, with the exception of the appointment to the Nominating Committee by the Chair of the Arlington Board. Each Committee shall report to the General Manager the recommendations of the Committee. Each Standing Committee shall prepare and submit to the General Manager a projected budget of its needs for the ensuing year. The duties of each standing committee are detailed in the Arlington Association, Inc. Rules and are incorporated herein as if set forth in full. The Standing Committees
are as follows: Membership Committee, Nominating Committee, Rules Committee, Dining and Social Committee, Tennis Committee, Pool Committee, Golf Committee,

ARTICLE IX . Amendment of By-Laws

These By-laws may be amended in whole or in part by the Arlington Board. Amendments shall be proposed at one meeting of the Arlington Board for consideration at the next meeting. Following such proposal, the Secretary shall post the proposed amendment(s) on the Bulletin Board of the Arlington House and/or by other means of communication as deemed appropriate by the Secretary at least ten (10) days prior to meeting of the Arlington Board at which the amendment(s) will be considered. Amendments may be adopted by the Arlington Board by the affirmative vote of five (5) members of the Arlington Board.