

By-Laws

ARTICLE I - NAME

The name of the Corporation shall be Greenwyche Club, Incorporated.

ARTICLE II - PURPOSE

SECTION 1. The purpose for which this Corporation is formed is to promote the health and general welfare of its members, and to provide for social and other recreational activities of its members, and in pursuance thereof, to acquire and hold real property, to erect buildings, and operate a swimming complex and any other recreational facilities and to engage in any other activities necessary or incidental to the furtherance of these objectives.

SECTION 2. This Corporation shall not engage in the business of selling, or keeping for sale, or otherwise disposing of any liquids, or beverages that are prohibited by the laws of Alabama to be manufactured, sold, or otherwise disposed of in this state, and that the said Corporation shall not permit its members to keep or store any such prohibited liquors or beverages at or near the premises of the Corporation for use by its members or others, or for distribution or division among its members or their guests, and that the said Corporation shall not maintain any unlawful drinking place or any liquor nuisance contrary to the laws of Alabama, and that if its does so, it is understood that its charter and rights as a Corporation will be forfeited.

SECTION 3. This Corporation shall not permit any game to be played for wager, or any gambling, or the purchase of any gambling device on or about the premises, or at the club room of the Corporation, and that if it does any of these things, it agrees that it's charter and rights as a Corporation will be forfeited. The limitations herein contained shall not be construed so as to prohibit the playing of cards, dominoes, chess, pool, billiards, or other like amusement where nothing is wagered on such game.

ARTICLE III - GOVERNMENT

This Corporation shall be managed by a Board of Directors, twelve (12) in number, including the officers, with the President serving as Chairman of the Board of Directors. All officers of the Corporation shall be members of the Board of Directors during their tenure of office. The officers shall be elected for one year to begin October 1 following the annual meeting at which they are elected, provided that, in any event, their initial term shall expire on September 30 after their initial election. The Treasurer shall be elected for a two-year term, beginning October 1 following his election and ending two years later on September 30. Directors and officers must be members in good standing.

ARTICLE IV - OFFICERS

SECTION 1. The officers shall consist of President, Vice President, 2nd Vice President, Secretary and Treasurer who shall be elected by a majority vote of the members present at the annual meeting of the membership. Each officer shall also serve as a member of the Board of Directors.

SECTION 2. The Directors (excluding officers) shall be elected initially for a term to end on September 30 subsequent to their term of office commencing on October 1 following the annual meeting at which they were elected. The outgoing president will remain as a member of the Board of Directors until September 30, two (2) years subsequent to his term of office commencing on October 1 following the annual meeting at which he was elected. Of the Directors (excluding officers), one will be elected specifically to serve as chairperson for the swim team committee, dive team committee, tennis committee, social committee, membership committee, and baseball field committee.

SECTION 3. The President shall preside over all meetings of the Corporation membership. He shall perform such other duties as customarily pertain to the office of President, or as he may be directed to perform by resolution of the Board of Directors, and ex-officio a member of all committees, except the nominating committee, but shall have no vote on the Board of Directors, except in case of a tie.

SECTION 4. The 1st Vice-President shall have and exercise all the powers, authority, and duties of the President during the absence of the latter, or his inability to act. In addition, he shall assist the President in carrying out the functions of his office and perform such duties as may be assigned to him by the Board of Directors.

SECTION 5. The 2nd Vice President shall be responsible for ensuring the proper maintenance and operation of the facilities and grounds. He is responsible for identifying needed repairs, obtaining bids, and reporting such activities to the Board. As compensation for the time required to carry out these duties, the 2nd Vice President shall be paid annually the amount equivalent to the current annual membership dues.

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SECTION 6. The Secretary shall counter-sign all certificates of membership. The Secretary shall maintain accurate lists of members, directors and officers. He shall also keep minutes of meetings and directors' meetings and shall give the required notice of all meetings. He shall have custody of all books, records, and papers except those in the possession of the Treasurer. Copies of all correspondence in the name of the Corporation shall be filed with the Secretary.

SECTION 7. The Treasurer, elected for a two year term, shall have custody of all funds, securities, fiscal papers, and other intangible assets of the Corporation. He shall deposit the revenues of the Corporation and pay its bills as authorized by the Board of Directors. He shall provide and maintain full and complete records of all the assets and liabilities of the Corporation. He will prepare and submit at each regular meeting of the Board of Directors a financial statement of the condition of the Corporation as of the last day of the preceding month. He shall prepare such tax reports as local, state and federal agencies may require. As compensation for the time required to carry out these duties, the Treasurer shall be paid, annually, the amount equivalent to the current annual membership dues.

SECTION 8. At the discretion of the President, a Parliamentarian may be appointed and shall determine proper parliamentary procedures, when necessary, and his decision shall be final. If appointed, the Parliamentarian shall be of the duly elected officers. All procedures shall be based on Robert's Rules of Order unless otherwise provided by the By-Laws.

SECTION 9. Officers and Directors may be reimbursed for out-of-pocket expenditures as approved by the Board of Directors made on behalf of the Corporation, but shall not be otherwise compensated, with the exception of the Treasurer and the 2nd Vice President. (Article IV - Sections 5 & 6).

SECTION 10. Vacancies among the officers shall be filled by a two-thirds (2/3) majority vote from among the Board of Directors.

ARTICLE V - DIRECTORS

SECTION 1. The number of Directors shall be as noted in the By-Laws, Article III.

SECTION 2. If a Director fails to attend regular meetings of the Board of Directors for three (3) consecutive meetings or otherwise fails to perform any of the duties involving him as a Director, his office may be declared vacant by a two-thirds (2/3) majority vote of the Board of Directors and the vacancy filled as herein provided.

SECTION 3. When a vacancy occurs on the Board of Directors, such vacancy may be filled by a two-thirds (2/3) majority vote of the remaining Directors. The Directors, thus selected, shall fill the unexpired term.

ARTICLE VI - COMMITTEES

SECTION 1. The chairman of the following standing committees, with the exception of the nominating committee, shall be appointed by the President with the approval of the Board.

a. Operations

The Operations Committee is responsible to the Board of Directors for establishing and enforcing all policies, rules and regulations necessary to maintain a safe, orderly and economic program that is enjoyable to the members. In addition, the committee shall insure that these policies, rules and regulations are followed at all times and are in accordance with the Constitution and By-Laws. The committee shall submit a budget to be approved by the Board of Directors.

b. Maintenance

The Maintenance Committee is responsible to the Board of Directors for insuring proper maintenance and use of all fixed facilities and grounds, coordinate any necessary functions with the Operations Committee Chairman and submit a budget to be approved by the Board of Directors.

c. Membership

The Membership Committee is responsible to the Board of Directors for investigating and reporting all membership applications as well as delivering said applications in accordance with Article VII of the By-Laws. In addition, the committee shall recommend to the Board of Directors any necessary action pertaining to inactive membership which are in accordance with Article VII, Section 7, of the By-Laws.

d. Special Activities: Special Activities shall be administered by five (5) committees; the swim team, dive team, social, tennis and ball field committees. Each committee is responsible to the Board of Directors for arranging and determining dates and times of all functions, special events, swim teams, dive teams or any other events/activities as

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approved by the Board of Directors. In addition, the committees shall coordinate all of the above with the pool Operations Committee.

d.1 The Swim Team Committee shall be responsible for organizing the swim team, collecting special swim team fees (if any), coordinating and organizing with the Operations Committee and the Pool Manager all swim meets, identifying special equipment requirements and any other tasks necessary for the proper support of the Greenwyche Club Swim Team.

d.2 The Dive Team Committee shall be responsible for organizing the dive team, collecting special dive team dues (if any), coordinating and organizing with the Operations Committee and Pool Manager all dive meets, identifying special equipment requirements and any other task necessary for the proper support of the Greenwyche Club Dive Team.

d.3 The Social Committee shall be responsible for organizing special social events, such as, but not limited to July 4th and Labor Day socials or any other event as approved by the Board of Directors.

d.4 The Tennis Committee shall be responsible for organizing special tennis events, coordinating tennis classes, identifying special equipment requirements and any other tasks as defined by the Board of Directors.

d.5 The Ball Field Committee shall be responsible for organizing special softball events, coordinating field usage by neighborhood "T" ball/softball/ soccer teams and any other tasks as defined by the Board of Directors.

e. Nominating

The Nominating Committee is responsible to the Board of Directors for nominating the officers and directors. The report of the nominations shall be filed with the Secretary no later than August 1 of each year. The Committee Chairman and members will be appointed or elected by the Board of Directors. This committee will consist of a minimum of four (4) members, at least two duly elected board members and the remainder being members in good standing. Nothing herein contained shall prevent nominations of officers and/or directors from the floor.

f. Special Committee

Special Committees may be appointed by the President and/or the Board of Directors as necessary.

ARTICLE VII - MEMBERS

SECTION 1. The total number of memberships in this organization shall be limited to two hundred and sixty-five (265) family memberships. Such family memberships shall be in the name of the head of the family and shall cover only those members of the family residing within the household. Each membership certificate will be issued only after the payment of the membership fee and the conditions of Section 2, 3, and 4 of this Article have been satisfied. The membership fee shall be five hundred and fifty dollars (\$550)

SECTION 2. In the event that there is a waiting list to purchase membership, then new memberships shall be limited to those families residing in residence or owning residential lots within the Jones Valley Elementary School District area.

SECTION 3. Each application for membership must be made in writing.

SECTION 4. An applicant shall not be admitted to membership except by the affirmative vote of a majority of the Directors present at the meeting at which the application is acted upon.

SECTION 5. Memberships are not transferable. Members may not directly sell, or otherwise transfer in any way, their equity interest in the Club. Memberships may only be bought and sold by and through the Board of Directors. Members desiring to sell their equity interest will notify the Board of such intention. Once a membership certificate has been returned to the Board of Directors for the purpose of sale, said member will no longer be obligated for payment of further annual dues. However, said member will enjoy all rights and privileges provided by this Constitution and By-Laws until dues have expired or until the membership is sold, whichever occurs first. Upon resale of the stock by the Board, the member will be reimbursed by the Treasurer for the full equity value of their membership less the transfer fee in an amount not to exceed twenty five dollars (\$25), provided that all dues of the membership to be sold are current.

SECTION 6. Subject to the Board of Directors' approval, the privileges of membership, except voting rights, may be temporarily transferred, for a reasonable period of time, by a member leaving the area to his tenant residing in the home of such member or to temporary member designated by the Board of Directors, and provided further that such member may not exercise his privileges of membership, except voting, during the period such transfer is in effect.

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SECTION 7. Members may become eligible for inactive status (non-dues paying) if all the following conditions have been met.

a. the subject member's place of residence becomes located outside an area included within the radius of twenty-five (25) miles from the limits of the City of Huntsville, Alabama.

b. The anticipated period of residency outside said area is during the months of June, July, and August, inclusive.

c. Subject member submits to the Board of Directors in writing a request that he be placed in an inactive, non-voting status "each year."

d. That such request is approved by action of the Board of Directors, and that member notified each year.

SECTION 8. Certificates of membership shall be in a form adopted by the Board of Directors and shall be signed by the President or Vice-President and the Secretary. All certificates shall be consecutively numbered and shall bear the name and address of the family holding the membership represented thereby. The Certificate of membership shall entitle the holders of such membership, consisting of all the members of one family residing at the same address, to the use of the swimming pool and all other facilities until membership is suspended, terminated, or transferred as provided herein.

SECTION 9. A member (head of family) holding one or more certificates shall be entitled to only one vote per certificate on any and all questions coming before the members, provided that the dues are paid on each certificate.

SECTION 10. Any member failing to pay dues or membership fee within the time specified by the Board of Directors shall, upon notice, be automatically suspended from all privileges of membership and if, after further notice, such failure is not corrected in the method and manner prescribed by the Board of Directors, the Board may declare such membership and any and all fees paid thereof to be forfeited.

SECTION 11. Any member may be expelled as a member of this organization for acts and conduct prejudicial to the best interest of the Corporation and Directors thereof. Any member may be removed from membership by a two-thirds (2/3) majority at any special meeting of the Board of Directors called for that purpose, for conduct deemed prejudicial to this Corporation; provided that such member has first been served with written notice of the accusations against him and shall have been given an opportunity to produce his witnesses, if any, and be heard at the meeting at which such vote is taken. When so removed from membership, the former member shall forfeit any and all rights and interest in this organization and its property. The member so removed may appeal the expulsion action to the membership at the next annual meeting. If the membership upholds the Board of Directors' ruling, the former member shall also forfeit the membership fee and all paid dues.

SECTION 12. Within the discretion of the Board of Director's, the Club may offer special Summer Memberships, as the Board may deem appropriate. If there is not a waiting list for memberships, and in fact, there are memberships to be sold, then such Summer Memberships shall be limited to one season's duration and no former special Summer Member shall be eligible to obtain a subsequent special Summer Membership.

However, if there is a waiting list for memberships, then the Summer Memberships can be utilized by the Board of Directors as a "holding place" for families desiring permanent membership, but unable to obtain a share of stock due to lack of availability. The Summer Memberships will be allocated in a first-come-first-served scheme that the top of the list gets the next full membership available, and goes off the Summer Membership list. Because of the potential lack of availability of full memberships, Summer Members may continue from year-to-year until a full membership is available, if desired.

Special Summer Members, if otherwise eligible for membership, may convert their Summer Membership to full active memberships, if such is available, by applying for active membership by October 1 following the summer of the special Summer Membership.

Special Summer Members shall not have the privilege of voting in Club elections or be able to hold a club officer position.

ARTICLE VIII - DUES

SECTION 1. The Board of Directors shall establish dues not to exceed three hundred and seventy five dollars (\$375) for the ensuing season. Dues shall be sufficient to provide for the necessary expenses of the Corporation and the property maintenance and improvement of its property. A detailed operating maintenance and improvement budget shall be submitted to the membership at the annual meeting for their approval.

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SECTION 2. No dues or part thereof shall be refunded in the event that pool operations are required to be suspended for any purpose. This may be rescinded by a two-thirds (2/3) vote of the Board of Directors.

SECTION 3. All dues for the forthcoming season shall be paid by May 1. The Board of Directors is authorized to add a late charge for an amount not to exceed one hundred dollars (\$100) to all annual dues received after May 1.

SECTION 4. Members holding more than one certificate are not required to pay yearly dues on additional certificates. The extra memberships are considered inactive and are not transferable temporarily or otherwise other than through the Board of Directors.

SECTION 5. Any member failing to pay the annual dues, the Corporation, at the discretion of the Board of Directors, may absorb the amount designated as the annual dues and assessments for that year from that membership until the balance taken from the value on the membership certificate is zero (0) or until action has been completed in accordance with ARTICLE VII, Section 10. At that time, the membership will be terminated and become available for sale with proceeds being that of the Corporation.

SECTION 6. Prorating Dues. The Board of Directors shall prorate the current dues on any membership which is transferred to another party after dues are paid, based on the following formula:

Membership transferred before June 1, member shall be entitled to a full refund of current dues.

Membership transferred subsequent to May 31 and before July 1, member shall be entitled to a refund of 2/3 of current dues.

Membership transferred subsequent to July 1 and before August 1, member shall be entitled to refund of 1/3 of current dues.

SECTION 7. Inactive members. Unless a member submits a written request to become inactive to the Board of Directors prior to February 1, that member is responsible for dues for the current calendar year.

SECTION 8. Within its discretion the Board of Director's may impose an appropriate startup fee to be paid by each active member. At the discretion of the Board, each such member may be permitted to earn the refund of a portion or all of the startup fee paid by working for a specified time in activities designated by the Board as needed to ready the pool for startup.

ARTICLE IX - DIRECTORS' MEETINGS AND DUTIES

SECTION 1. The Board of Directors shall hold a minimum of six (6) regular meetings per year at the discretion of the President. Special meetings may be called by the President or any four directors by giving four days notice to each Director. A simple majority of the Directors shall constitute a quorum.

SECTION 2. A special Board of Directors meeting shall be called upon the request of the President, or upon written request of any ten members, at which meeting several representatives of said members may attend to present any problem and proposed solutions for consideration by the Board.

SECTION 3. Meetings shall be held at reasonable time and place within the membership area.

SECTION 4. The duties of the Directors shall be to control and manage the business of the Corporation. Their authority shall extend, but not be limited, to such actions as:

- a. Publishing and enforcing reasonable house rules for the use of Corporation facilities.
- b. Establishing annual dues.
- c. Adopting reasonable rules concerning the admission of guests and the charges, if any, to be levied upon members who invite such guests.
- d. Accepting or rejecting proposed members.
- e. Determining the opening and closing dates of the swimming season, and any other activities.
- f. Securing and terminating the services of any person employed by the Corporation.
- g. Preparing and submitting to the members a financial report not later than ten (10) days prior to the annual meeting.

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- h. Authorizing the incurring of obligations.
- i. Naming an Audit Committee or otherwise providing for competent audit of the Corporation's books and records at least annually.
- j. Electing Directors and officers to fill vacancies until the next annual meeting of members.
- k. Establishing a budget to be presented to the membership at the annual meeting, or a special meeting called for that purpose for their approval.

ARTICLE X - MEMBERSHIP MEETINGS

SECTION 1. There shall be an annual meeting of the members of the Corporation to be held on or around Labor Day each year at such reasonable time and place as may be designated by the Board of Directors.

SECTION 2. A special meeting of the members may be called by the President provided he first obtains the consent in writing of at least ten (10) members. A special meeting of the members must be called by the President upon the written request to him by at least twenty (20) members.

SECTION 3. The Secretary shall notify, in writing, all members of the time and place of annual and special meetings at least ten (10) days prior thereto. In case of special meetings, the notice shall state the reasons for such meetings.

SECTION 4. At any annual or special meeting, the members present will constitute a quorum.

SECTION 5. Insofar as is practicable, the following order of business shall be followed at all annual meetings of the membership:

- a. Roll call of Officers and Directors
- b. Read corrections and approval of minutes of previous annual or special meetings.
- c. Report of Officers
- d. Report of Standing Committees
- e. Report of Special Committees
- f. Election of Officers and Directors
- g. Old Business
- h. New Business

ARTICLE XI - PROPERTY AND FINANCES

SECTION 1. The Corporation is authorized to contract for any obligations in furtherance of its objectives which in the judgment of the Board of Directors can reasonably be expected to be paid out of membership fees and dues receivable.

SECTION 2. Tangible property of the Corporation may be transferred or pledged as security only after a two-thirds (2/3) majority of the Board of Directors shall have approved such transfer; and in the case of real property, after a two-thirds (2/3) majority of the members at a specially called meeting for said purpose have also approved such transfer or pledge.

SECTION 3. The funds of the Corporation shall be deposited only in the national banks, state banks, or trust companies operating in accordance with the laws of the State of Alabama, and only in an institution the deposits of which are insured by the Federal Deposit Insurance Corporation.

SECTION 4. All funds of the Corporation shall be deposited in such qualified depository or depositories as the Board of Directors may, from time to time by written resolution, designate and shall be so deposited within a reasonable time after their receipt.

SECTION 5. All disbursements of funds of the Corporation equal to or exceeding \$600 shall be made by checks signed by the Treasurer and countersigned by the President or Vice-President. Checks under \$600 may be signed by the Treasurer only.

SECTION 6. The Board of Directors will secure the faithful performance of the Treasurer by means of adequate fidelity bonds.

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SECTION 7. The accounts of the Corporation shall be audited annually by a method to be specified by the Board of Directors. The report of this audit is to be presented at a special meeting of the members of the Corporation to be called by the President within a reasonable time after the pool closes for the season. The auditor shall not be either an officer of the Corporation or a member of the Board of Directors.

SECTION 8. A General Repair and Maintenance Sinking Fund will be maintained for the specific purpose of maintaining all directly related pool and pump replacement, repairs, and maintenance and not to include any building and grounds upkeep.

ARTICLE XII - GENERAL

SECTION 1. All powers, authority, duties, and functions of the members, officers, and employees of the Corporation shall be exercised in strict conformity with applicable provisions of the laws and regulations and of the Constitution and By-Laws of the Corporation.

SECTION 2. Any director or officer of the Corporation may be removed from office by the affirmative vote of two-thirds (2/3) majority of the members present in person at a special meeting called for the purpose, but only after an opportunity has been given him to be heard.

SECTION 3. When an officer is absent or otherwise unable to perform the duties of this office, the Board of Directors may, by resolution, designate another member of the Board of Directors to act temporarily in his place.

SECTION 4. Returns of elections and proceedings of all meetings of the Board of Directors and members shall be recorded in the minute's book. The minutes of all meetings shall be approved by the membership at large and/or the Board of Directors.

SECTION 5. It shall be understood that the fiscal year for dues is from April 1 to April 1 of the following year.

SECTION 6. If, after one year's absence, a member or his heirs cannot be located, even after advertising to gain information of his address through various news media for one week, said membership may be terminated by the approval of the Board of Directors and a new membership may be sold in its place. If said member notifies the Board after action has been taken, he may be reimbursed, by approval of the Board of Directors, in accordance with ARTICLE VIII, Section 5, of the By-Laws.