

Whitesburg Recreation Association, Inc.

Constitution

ARTICLE I

The name of the Corporation shall be Whitesburg Recreation Association, Inc.

ARTICLE II

Location

The Corporation shall be located in Huntsville, Madison County, Alabama.

ARTICLE III

Objects and Purposes

The Corporation has been formed for the owning, developing, operating and maintaining of a swimming pool and such additional recreational facilities as the members may from time to time desire for the exclusive use of themselves and their families or guests, and in addition, to have and to exercise all powers granted to similar corporations under the laws of Alabama.

The Corporation shall not engage in various businesses as stipulated in Article II, Sections 2 and 3 of the By-Laws.

The Corporation shall be operated as a nonprofit organization pursuant to the articles of incorporation.

ARTICLE IV

Powers

The Corporation shall have power to do all acts and things necessary and expedient to carry out the purposes mentioned above; to lease, rent, acquire, hold, purchase, receive by gift, will or demise, all such real and personal property as may be necessary or convenient for the efficient operation of the Corporation and to hold real or personal property in conformity with all lawful conditions imposed by the donor; to sell and convey any real or personal property and to mortgage same as security for debts; to borrow money and transfer or convey its real or personal property to secure the payment of said indebtedness; to exercise such other powers as are incident to private corporations.

ARTICLE V

Management

The control and management of the Corporation shall be vested in a Board of Directors. The officers of the Corporation shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer and any other officers authorized by the By-Laws of the Corporation. Said Corporation shall have such committees as required for efficient operation.

ARTICLE VI

By-Laws

The qualifications for membership in the Corporation shall be determined by the members of the Corporation and incorporated in the By-Laws. All persons who comply with such qualifications shall be eligible for membership.

ARTICLE VII

Adoption and Amendments of Constitution

The Constitution shall become effective upon its adoption by those present at a meeting called for the purpose of authorizing the incorporation of said Corporation. This Constitution may be amended at any regular or called meeting by an affirmative vote by a two-thirds (2/3) majority of Corporation members voting, provided however, that all members of the Corporation shall have been notified of the proposed amendments at least 5 days prior to any action thereon.

ARTICLE VIII

Adoption and Amendments of By-Laws

The members of the Corporation shall have the authority to adopt such By-Laws as they deem fit and proper for the governing of the Corporation and the conduct of its business, and shall have the power to amend same at any time as provided for in the By-Laws.

Whitesburg Recreation Association, Inc.

BY-LAWS

ARTICLE I

Name

The name of the Corporation shall be Whitesburg Recreation Association, Inc.

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, own and operate a swimming pool 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 liquors, 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 or consumption 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 it 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 presence 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 its 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 amusements where nothing is wagered on such game.

ARTICLE III

Government

Section 1. The Corporation shall be managed by a Board of Directors, nine (9) in number. Five (5) Directors of the initial Board shall serve for a one year term and the remaining four (4) for a two year term; thereafter, Directors elected thereafter shall serve a three year term and until their successor is elected. Director positions shall rotate so no more than 1/3rd of the board is up for replacement in any one year, excluding successor elections. The officers; President, First

Vice-President, Second Vice-President, Secretary, and Treasurer shall be selected by the Board from among the Board of Directors at the first Board meeting for a one year term.

Section 2. The Directors shall be elected at the first annual meeting of the active members. In voting for Directors, each active membership may cast one vote in person or by proxy for each seat to be filled, without accumulation.

Section 3. If a Director fails to attend regular meetings of the Board of Directors for three consecutive meetings or otherwise fails to perform any of the duties involving upon him as a Director, the Board of Directors may declare his office vacant and the vacancy filled as herein provided.

Section 4. When a vacancy occurs on the Board of Directors, the remaining Directors may fill such vacancy. The Directors, thus selected shall fill the unexpired term.

ARTICLE IV

Officers

Section 1. The Officers of the Corporation shall be a President, a First Vice-president, a Second Vice-President, a Secretary, and a Treasurer, all of whom shall be elected from active members at the first annual meeting of the Board of Directors. Unless sooner removed as herein provided, the Officers shall hold office until the next annual meeting of the Board of Directors.

Section 2. 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.

Section 3. The First 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 perform such duties as may be assigned to him by the Board of Directors.

Section 4. The Second Vice-President shall have and exercise all the powers, authority, and duties of the President during the absence of the President and the First Vice-President, or during their inability to act. In addition, he shall perform such duties as may be assigned by the Board of Directors.

Section 5. 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 members' 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 6. The Treasurer 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 be responsible for maintaining all the necessary financial records to prepare such tax reports as Local, State, and Federal

agencies may require. The treasurer shall provide the records to the accountant hired by the Board of Directors on a yearly basis to prepare and submit such records. The treasurer will also be responsible for establishing and presenting to the board for approval a projected budget for the upcoming year. The treasurer will be responsible for providing necessary records and material in order to support independent Audits.

Section 7. The Parliamentarian shall determine proper parliamentary procedures, when necessary, and his decision shall be final. This position will be selected and filled from members of the Board by affirmation vote of the Board of Directors. All procedures shall be based on Robert's Rules of Order unless otherwise provided in the By-Laws.

Section 8. Officers and Directors may be reimbursed for out-of-pocket expenditures as approved by the Board of Directors made on behalf of the Corporation for which they have a written receipt or they provide a written statement explaining the expense, but shall not otherwise be compensated.

Section 9. The Board of Directors shall fill vacancies among the officers.

ARTICLE V

Committees

Section 1. The Board of Directors shall appoint such standing and special committees as may be deemed necessary.

Section 2. All committees shall be under the supervision of the Board of Directors. Each committee will be provided a written set of instructions that define their purpose, authority, membership, and responsibility within 30 days of being formed. The committees shall obtain approval from the Board of Directors before implementing any actions. Any and all committees can be disbanded by a majority vote of the Board of Directors.

ARTICLE VI

Members

Section 1. The eligibility for membership in this Corporation is limited to those families who are approved by a majority of the Board of Directors.

The Board will have the power to provide as a benefit of employment on an annual basis, associate (non-paying) membership effective the date the employee is accepted by the board. If such membership is extended, all employees must be included.

The associate membership will not confer voting privileges as specified in Article VI, Section 9 and will terminate upon pool closing date or employment termination date, whichever occurs sooner. The employees who may be provided the associate membership are pool manger, assistant managers, swim team coach and assistants, dive team coach and assistants, and lifeguards (not including substitutes) and other employees, as the board deems appropriate.

The associate membership will not confer pool privileges beyond the term of employment, guest privileges, or extend privileges to the family members of the employees.

Section 2. The total number of members in this organization shall be limited to 250 family memberships, and twenty-five (25) summer memberships: to include single memberships, swim team memberships, and dive team memberships. Such family memberships shall be in the name of the head of the family and shall cover only those members of the family within the household.

Section 3. The Charter Members of this organization shall be those eligible under Article VI, Section 1, of these By-Laws, who have subscribed and paid a deposit for such membership prior to the closing date established by the Board of Directors.

Section 4. Each application for regular membership must be made in writing, must be endorsed by a member, and must be presented by such member to the Secretary of the organization for action as herein provided at least five (5) days prior to the meeting of the Board of Directors.

Section 5. 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 application is acted upon.

Section 6. Memberships shall be transferable by their owner subject to a transfer fee: provided that such dues and assessments on such memberships are current and that the proposed transferee meets all requirements of membership set forth herein above and is acceptable to the Board of Directors. The Board of Directors shall establish a transfer fee.

Section 7. The privileges of membership, except voting rights, may be temporarily transferred by a member leaving the area to his tenant residing in the home of such member for a reasonable period of time; provided that dues and assessments are current and such transferee meets all the requirements for membership and is acceptable to 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.

CERTIFICATES OF MEMBERSHIP

Section 8. Certificates or Proof of membership shall be in a form adopted by the Board of Directors and shall be authenticated and maintained by the Board.. All such certificates shall be uniquely numbered and shall bear the name and address of the family holding the 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. Each of the members of the family, as defined, shall be recorded and validated upon entry to the Corporation facilities, which shall be useable, only by the member named.

VOTING POWER AND PROPERTY

Section 9. The voting power and property rights and interest of all members shall be equal. Each membership (family) shall be entitled to one vote on any and all questions coming before the members.

Section 10. The Board of Directors shall establish an initial membership fee, which shall be paid by each applicant for membership in the amount and manner described.

DEFAULT OF DUES

Section 11. Any member failing to pay yearly dues, membership fees, guest fees, and/or membership assessments 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 shall declare such membership and any and all of the fee paid therefore to be forfeited.

EXPULSION OF MEMBERS

Section 12. 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 majority of vote of those present at any annual meeting or at any special meeting of the 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 to be heard at the meeting at where 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.

ARTICLE VII

Dues

- Section 1. a. The Board of Directors, prior to the annual meeting, shall establish dues 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 available to this membership at this meeting.
- b. Except as provided herein, there shall be no assessments levied against the members.
- c. No dues or part thereof shall be refunded in the event that pool operations are required to be suspended for any purposes.
- d. All dues for the forthcoming season shall be paid on such date defined and approved by majority vote of the Board of Directors and communicated at the annual meeting or a minimum of 30 days prior to an effective change. In consideration of the membership, if payment dates are accelerated to a date prior to May 1st, partial or split payment options will be defined. The Board of directors shall establish a late fee for non-compliance. Memberships that are transferred prior to date designated by the Board of Directors shall not be subject to late fees until said date. This late fee designation date will be no less than 30 days from date designated for dues to be paid for the forthcoming season.

ARTICLE VIII

Membership Meetings

Section 1. There shall be an annual meeting of the members to be held during the year at such time and place within the membership area, as the Board of Directors shall designate.

Section 2. A special meeting of the members may be called by the President and shall be called by him on the written request of not fewer than fifteen (15) members or by an affirmative majority of the Board of Directors.

Section 3. At least five (5) days before the date of any annual or special meeting of the members, the Secretary shall cause notice thereof to be communicated to each member at the address/phone/email appearing for such member on the records of the Corporation. The notice shall, in the case of a special meeting, specify the business to be transacted.

Section 4. At any annual or special meeting, ten percent (10%) of the current recorded role members shall constitute a quorum. Members can present their vote in proxy provided they provide direction and designation in writing or email prior to the meeting.

Section 5. Five (5) days prior to any annual or special meeting, the membership list of the Corporation shall be closed and the list of members eligible to vote shall be made up. A member may vote in person or by proxy designated in writing or email.

Section 6. So far as it applies, the following order of business shall be observed at all annual and special meetings of members:

- Role call of Officers and Directors
- Reading, correction, and approval of minutes of previous meeting
- Reports of Officers
- Reports of Committees
- Election of Officers and Directors
- Old Business
- New Business

ARTICLE IX

Meeting and Duties of Directors

Section 1. Regular meetings of the Board may be held on the third Monday evening or time and date designated by the President of the following months: January, February, March, April, May, June, July, August, September, and November. Regular group interaction to the all the Board or “virtual meetings” through the use of current technology such as email or other means may be use in substitution of a physical meeting. Special meetings may be called by the President, or any two (2) Directors, by giving three (3) prior days notice to each Director. A simple majority of the Directors shall constitute a quorum.

Section 2. A special meeting shall also be called upon the request of the President or nay sic (6) members, at which meeting several representative of said members may attend to present any problem and propose solutions for consideration by the Board.

Section 3. Meetings shall be held at reasonable times and places 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 to, 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. Establishing dates for dues, late fees, other necessary activities required by the membership and Board.
- d. Adopting reasonable rules concerning the admission of guests and the charges, if any, to be levied upon members who invite such guests.
- e. Accepting or rejecting proposed members by secret ballot.
- f. Determining the opening and closing dates of the swimming season.
- g. Securing and terminating the services of any persons employed by the Corporation.
- h. Preparing and making available to the members a financial report no later than seven (7) days prior to the annual meeting.
- i. Authorizing the incurring of obligations.
- j. Naming an Audit Committee or otherwise providing for competent audit of the Corporation's books and records as deemed necessary.
- k. Determining reasonable rates of depreciation and adopting a reasonable plan for replacement of depreciable assets.
- l. Electing Directors and Officers to fill vacancies until the next annual meeting of members.

ARTICLE X

Property and Finances

Section 1. The Corporation is authorized to contract for any obligation in furtherance of its stated 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 six (6) of the Directors shall have approved such transfer; and in the case of real property, after a majority of the members at a meeting specially called 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 shall be preferable made by checks signed by the Treasurer and counter-signed by the President or a Vice-President, provided, however, that the Board of Directors may, by resolution, provide for the establishment and replenishment of a petty cash fund not exceeding \$150.00, for postage and for defraying other expense items of the Corporation in amounts of \$50.00 or less. The Corporation may employ the use of debit cards providing the issuance of cards does not exceed two (2), all use of the card is approved by the Treasurer and by the President or a Vice-President. Receipts for such transactions need to be retained and presented to the Board for review.

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

Section 7. Other than as directed in Section 3 of Article X, the funds of the Corporation may be invested only in obligation of the United States Government. They may not be loaned to or invested with an Officer, Director, or member of the Corporation, or to or with any other person, agency or Government instrumentality.

Section 8. 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 the annual meeting of the members. The auditor shall not be either an Officer of the Corporation or a member of the Board of Directors. In order to properly maintain its property, the Corporation shall, upon approval of two-thirds (2/3) of the members present (or represented by proxy) at the annual meeting of its members, make assessments of its memberships as are determined necessary.

ARTICLE XI

Amendments to the By-Laws

Section 1. Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds (2/3) of the Directors present at a duly held meeting of the Board of Directors. Such amendments shall be effective until rejected by a majority vote of the members present at a duly held meeting. Members shall be notified of such amendments within thirty (30) days after adoption by the Board of Directors, and such amendments shall be thereafter effective until rejected by a majority vote of the members present at a duly held meeting.

Section 2. Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds (2/3) of the members present at a duly held meeting.

ARTICLE XII

General

Section 1. All powers, authority, duties, and functions of the members, Directors, Officers, and employees of the Corporation shall be exercised in strict conformity with applicable provisions of the law and regulations and of the Charter 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 a majority of the members present in person or represented by proxy 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 his 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 books. The minutes of all meetings shall be signed by the President and Secretary or by those acting in their place.

Section 5. Members may become eligible for an inactive status (non-dues paying) if and when 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 75 miles from the limits of the City of Huntsville, Alabama.
- b. The anticipated period of residency outside said area is more than 12 months but not greater than 24 months.
- c. Subject member submits to the Board of Directors in writing a request that he be placed in an inactive, non-dues paying, non-voting status.
- d. That such request is approved by action of the Board of Directors, and the members notified.

Section 6. It shall be understood that the fiscal year for dues is from May 1st to May 1st of the following year, unless amended by an affirmation vote of the Board of Directors and communicated to the members, and that requests received after the due date so designated for any fiscal period shall not constitute grounds for refund of dues which may be due or paid for said period.

Section 7. Any adult WRA member may schedule a two (2) hour pool party; provided that they have scheduled it in advance with the pool manager and that they have paid the fees in advance. The pool party will be held after normal operating hours and the WRA membership that scheduled the party must have an adult member of that membership present for the duration of the party. That membership assumes full responsibility for both the conduct of their guests and any damage to the pool from their guests. The Board shall establish a fee to cover the total cost of the operation of the pool. Parties of more than thirty-five (35) people are subject to a higher fee to cover increased manpower requirements.

Revised/Approved 9/16/06