

BY-LAWS
OF
PIEDMONT RECREATION ASSOCIATION, INC.
February 1, 1969
As Amended January 1, 1982
WITH AMENDMENTS THRU May 1, 2018

PIEDMONT RECREATION ASSOCIATION

Proposed By-Laws NOVEMBER 2017

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ARTICLE I, PURPOSE

The purpose for which the Piedmont Recreation Association (The Association) is formed is to promote the social and general welfare of its members; in pursuance thereof to construct, own, and operate a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, as a non-profit Corporation incorporated in the County of Madison and State of Alabama.

ARTICLE II, MEMBERSHP

- Membership in the Piedmont Recreation Association, Inc., shall be limited to 250 Active and Temporary members. The Board of Directors shall have the discretion to increase the membership limit when deemed necessary. Membership classes shall consist of the following:
 - Active Member
 - Associate Member
 - Temporary Member
 - Honorary Member
- Requirements of membership:
 - Active Members shall be limited to the head of household who has purchased membership in the Association and has paid annual dues.
 - Associate Members shall be limited to those persons residing in the household of an Active Member.
 - Temporary Members pay annual dues limited to one year without purchasing a membership. Thereafter, a Temporary Member may purchase a membership to become an Active member.
 - Honorary Members shall be limited to individuals selected by majority vote of the Active Membership at the Annual Membership Meeting. No fees or dues shall be required of Honorary Members. Honorary Memberships may be terminated by majority vote of the Active Members at the Annual Membership Meeting.
- Records. The official list of the Association membership shall be maintained by the Chair of the Membership Committee. An Association membership listing will be posted at the lifeguard's desk.
- Transfer of Membership. Upon terminating membership in the Association, an Active Member, upon giving written notice to the Board, shall have the right to transfer membership as follows:

To any buyer upon approval of the Board provided the new member shall pay to the Association a transfer fee determined by the Board of Directors

 - Revocation of Membership:
 - Any Member, upon receiving written notice and an opportunity to appear before the Board, may be suspended for cause. Any suspension shall require a majority vote of the Board.
 - The Pool Manager may suspend any Member from use of the facilities for up to two days for violation of posted rules.

ARTICLE III, MEMBERSHIP PRIVILEGES

- All Members in good standing shall be accorded equal privileges in the use of the facilities and shall be subject to the same rules and regulations which shall be posted on the Association premises.
- Only Members in good standing shall be accorded the privileges of the Association, except that the Board may extend the privileges of the Association to any person(s) upon such terms as it shall fix.
- Provisions of the rules and regulations may be waived for specific occasions by a majority vote of the Board.

ARTICLE IV, MEMBERSHIP FEES, ANNUAL DUES, AND ASSESSMENTS

- Membership fees and annual dues shall be established by the Board.
- Annual dues shall be sufficient to provide for operation and maintenance expenditures and shall be payable each year by Members in good standing and Temporary Members.
- Assessments may be recommended to the membership by a majority vote of the Board. Assessments shall be approved by a majority vote of the members present and voting at a membership meeting after having been notified in writing of such pending action.
- No portion of the dues shall be refunded or remitted, except for death or special circumstances as approved by a majority vote of the Board. In these cases, the prorated unused portion shall be refunded after all obligations to the Association incurred by the member are discharged.
- Any Member delinquent in the payment of his dues or other indebtedness to the Association shall be prohibited from use of the facilities.
- Members shall be required to pay all charges and liabilities incurred by them or their families and their guests.
- The Association shall have a lien upon the membership or any property of a Member which it may have in its custody for the amount of any indebtedness a Member may owe to the Association.

ARTICLE V, MEMBERSHIP MEETINGS

- At a date and time to be fixed by the Board in the month of November of each year, the Association shall hold its Annual Membership Meeting for the purposes of electing Directors, receiving the reports of officers, approving the budget for the next calendar year and for such other business as may come before it. Active Members shall be given notice in writing at least ten days prior to the meeting.

- Special meetings of the membership may be called by the Board upon giving notice to Active Members in writing at least ten days prior to the meeting. Special meetings may also be called upon the request in writing of ten members filed with the Secretary, who shall call said meeting within thirty days after the time of filing of the request.
- Only Active Members in good standing may vote. Active members may vote by written proxy filed with the Secretary three days before the meeting or by a designated Associate member as an alternate. The Membership Committee shall determine the number of Active members in good standing present, of accepted proxies, and of designated alternates and announce these numbers for the record.
- The form of voting (open or secret) shall be subject to the approval of those present and voting at the meeting.
- A quorum of twenty five Active Members shall be required at any membership meeting. Approval of actions and elections shall be made by those Active members present (or by proxy or designated alternates) and voting at properly called meetings. Majority vote rules except when otherwise indicated.

ARTICLE VI, BOARD OF DIRECTORS

- The Board of Directors shall consist of nine persons who are Active Members or Associate Members. At each Annual Meeting held in even numbered years, five Directors shall be elected, and in each Annual Meeting in an odd numbered years, four Directors will be elected; all to serve terms of two years each. Directors shall serve such terms or until their successors have been elected. Vacancies due to death, expulsion, or resignation shall be filled by Members chosen by the Directors to serve the remainder of the term.
- A Director may forfeit his office if he has failed to attend three regular, consecutive meetings of the Board without being excused by the President or Vice President in the absence of the President. A Director may be removed from the Board at any regular meeting of the Board or special meeting called for that purpose, either of which when he has received specific notice of such planned action and by a majority vote of the Board. A Director may also be removed from office at any properly called Membership Meeting by a majority vote of those present and voting.
- No Director shall be paid for services or materials furnished to the Association, other than for reimbursement of expenses properly authorized by the Board. Annual dues shall not be waived for any Directors.
- The term of office shall begin immediately after the Annual Membership Meeting.

ARTICLE VII, DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall:

- Conduct the affairs of The Association, during such actions as may be necessary, within established limitations, to carry out the purpose of the Association.
- Create such committees other than standing committees as deemed necessary.
- Designate depository banks and execute such instruments as are required by the banks, provided, however, that at least two (2) designated officers must sign all checks or other instruments for the payment or withdrawal of monies. Any online payments must be pre-approved by the board. Purchases made equal to or greater than an amount established by the PRA board at the beginning of each fiscal term must have board approval.
- Exercise one vote each, Directors and Officers alike, including the President.
- Cause the books of account to be reviewed annually by a professional accountant who is not a member of the Board whose report shall be available to the membership or by a designated financial audit committee, chosen by the Board of Directors, using written specific financial guidelines for that purpose.
- Refrain from borrowing monies in the name of or pledging the credit of the Association without a majority affirmative vote of the Active Membership present and voting at a membership meeting duly called for that purpose.

ARTICLE VIII, OFFICERS

The officers shall consist of President, Vice-President, Secretary, Treasurer and Assistant Treasurer, who shall be elected by and from the Board of Directors at the first meeting of the Board of Directors held after the Annual Meeting of the membership for a term of one year, or until their successors are elected.

- The President shall preside at all meetings of the membership and of the Board. They shall be the administrative officer and appoint all committee members, subject to the majority approval of the Board, and be an ex-officio (non-voting) member of all committees.
- The Vice-President shall serve in the absence of the President and during such time shall have all his duties and powers. The Vice-President shall serve as Chair of the Nominating Committee and one other standing committee.
- The Secretary shall keep the minutes of the Board Meetings and send out notices of the meetings. The Secretary shall manage communication to the membership by maintaining the Association website, and through electronic means of communication, they shall assist with correspondence and perform such other duties as fixed by the board.
- The Treasurer shall oversee all financial transactions and shall have charge of the monies and books of account. The Treasurer shall prepare the annual budget and monitor income and expenses to ensure that the budget is not exceeded. The Treasurer shall make deposits, pay the bills, prepare reports, file income tax

returns, and perform such other duties as fixed by the Board. No bond shall be required.

- The Assistant Treasurer shall work with the Treasurer to provide financial checks and balances. The Assistant Treasurer shall assist with the duties of the Treasurer and perform such other duties as fixed by the board. No bond shall be required.

ARTICLE IX, BOARD MEETINGS

- The Board shall hold its first meeting within thirty days after the Annual Membership Meeting.
- The Board shall hold no less than six meetings per year or more often as determined by the Board.
- Special Board meetings shall be held upon call of the President or upon the written request of two Board members, filed with the Secretary, who shall call the meeting within fourteen days.
- Notice of Board meetings may be given in any way fixed by the Board including electronic communication, but no less than five days in advance of the meeting.
- Five members shall constitute a quorum at any Board meeting. Majority vote rules except when otherwise indicated.
- Minutes of Board meetings shall be available upon request to all board members prior to the next board meeting.

ARTICLE X, STANDING COMMITTEES

The Chairs of the following standing committees not otherwise designated shall be a Director appointed in writing by the President, with the majority approval of the Board. The Chair will staff their committees from the membership as required and shall be responsible for staying within established budgets.

- Facilities: Shall have supervision over the pool, grounds, buildings, and equipment and their improvement, maintenance and repair.
- Membership: Shall recruit new members through ongoing marketing to non-members, shall verify eligibility for membership and assist with purchasing memberships. Shall assist members requesting to sell memberships. Shall distribute invoices for the annual dues and any assessments. Shall maintain an up-to-date roster of Active and Temporary Members and shall distribute the roster to the Board by October 15th of each year. Candidates may also be nominated in writing
- Nominating: Shall consist of five Active members, three of whom are elected at the Annual Membership Meeting, and two of whom are elected by the Board (one of whom shall be the Vice President serving as Chair). Vacancies occurring among the members of this committee shall be filled by the President with Board approval if such vacancies reduce the Committee membership to less than three. The Nominating Committee shall nominate candidates for Directors and for the

Nominating Committee. The report of their nominations shall be filed with the Secretary no later than October 15th of each year. Candidates may also be nominated in writing filed with the Secretary no later than fifteen (15) days prior to the Annual Membership meeting. Furthermore, candidates for the Nominating Committee (only) may be nominated from the floor at the Annual Membership Meeting.

- Personnel: Shall solicit and interview candidates for Pool Manager, Assistant Pool Manager, and lifeguards and make recommendations for hiring to the Board for approval. The Personnel chair shall supervise and assist the Pool Manager. They shall prepare, publish and enforce rules of health, safety, and good conduct in connection with the operation of the pool and other property of the Association.
- Programs: Shall have supervision over the Swim and Dive teams and other programs approved by the Board. Shall solicit and interview candidates for Swim and Dive team coaches and make recommendations for hiring to the Board for approval. Shall develop, schedule, and coordinate social activities for the benefit of the membership.
- Strategic Planning and Fundraising: Shall consist of five (5) active members who shall prepare and maintain a long-term plan for growth and improvement of the Association. Shall be responsible for raising additional funds for the Association for annual expenditures and special projects.
- The Finance Committee is comprised of four (4) members, including the Association Treasurer, Assistant Treasurer and two other members appointed by the Board from the Membership. The Treasurer or the Assistant Treasurer will serve as Chair. The Finance Committee will provide financial oversight for the Association, which includes, but not limited to, budgeting and financial planning and reporting. Reporting is made to the Board of Directors and Membership. Internal controls, accountability are maintained.

ARTICLE XI, FACILITY AND PROPERTY IMPROVEMENTS AND ADDITIONS

Capital improvements and additions to the facilities or property shall be funded in the following manner. In each case, with the approval of a majority vote of the PRA members present and voting at a membership meeting after having been notified in writing of such pending action.

- From the existing funds of the Association.
- By borrowing from a local lending institution.

- From assessment of the membership.

ARTICLE XII, AMENDMENT OF BY-LAWS

These By-Laws may be amended by a majority vote of the Active Members or their properly designated alternates. Proposed By-Law changes must be presented to PRA Members 30 days in advance of any action.