

BY-LAWS OF BYRD SPRING AQUATIC ASSOCIATION, INCORPORATED

REVISED: ~~SEPTEMBER 1, 2011~~ March 10, 2018

ARTICLE I

1. The purpose for which this Association is formed is to promote the health and general welfare of its members and 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, in the County of Madison and State of Alabama

ARTICLE II

Government

1. The Association shall be managed by a Board of Directors, elected from the membership, eight (8) in number. Four (4) directors shall be elected each year for a ~~three-two~~-year term. The Officers: President, Vice-President, Secretary, and Treasurer shall be selected for a one year term by the Board from among the Board of Directors at the first Board Meeting.
2. The Directors shall be elected at the fall general meeting of active members. In voting for Directors, each active membership may cast one vote in person or by written proxy for each seat to be filled.
3. A Director may forfeit his office if he has failed to attend four regular, consecutive meetings of the Board without being excused by an Officer. Directors may be so removed from the Board at any regular meeting of the Board or special meeting called for that purpose, either of which he has received specific notice of such planned action, by a vote of a majority of the Board, or a Director may be removed from office at any properly called meeting of the membership by a majority vote of those present and voting.
4. The Directors summer dues may be reduced by one half of the summer dues paid by the other members, only during the years the Directors serve the full year on the Board. No Director shall be paid for services or materials furnished to the Association, other than for reimbursement of authorized expenses.
5. When a vacancy occurs on the Board of Directors, such vacancy may be filled by the remaining Directors. The Directors thus selected shall fill the unexpired term.

### ARTICLE III

#### Duties of the Board of Directors

The Board of Directors shall:

1. Conduct the affairs of the Association, taking such actions as may be necessary, within established limitations, to carry out the purpose of the Association.
2. Elect members and accept resignations of members.
3. Create such committees other than standing committees as they deem necessary. The actions of all committees shall be subject to the approval of the Board.
4. Designate depository banks and execute such instruments as may be required by said banks to facilitate the payment, transfer or withdrawal of funds, provided, however, that at least two Officers must execute and sign all checks or other instruments for the payment, transfer or withdrawal of monies.
5. Cause the books of account to be examined annually by an independent auditor whose report shall be available to the membership.
6. They shall not have the power to borrow or pledge the credit of the Association without the approval of the members at a meeting held for that purpose.
7. Publish and enforce reasonable house rules for the use of the facilities of the Association.
8. Adopt reasonable rules concerning the admission of guests and the charges, if any, to be levied upon members who invite such guests.
9. Determine the opening and closing dates of the Association swimming season.
10. Hire and/or terminate the services of any person employed by the Association.

### ARTICLE IV

#### Officers

1. The Officers shall consist of President, Vice President, Secretary and Treasurer, who shall be elected from their number at the first meeting of the Board of Directors held after the general meeting of the membership for a term of one year, or until their successors are elected and qualified.
2. The President shall preside at all meetings of the membership and of the Board. He shall be the administrative officer and appoint all committee members, subject to the majority approval of the Board, and be an ex-officio member of all committees.
3. The Vice President shall serve in the absence or disability of the President, and during such time shall have all his duties and powers. He shall act under the direction of the President and as Chairman of the Facilities Committee which shall have charge of the operation and maintenance of the physical properties of the Association.
4. The Secretary shall keep minutes of members' and Directors' meeting and shall give the required notice of all meetings. The Secretary 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 Club shall be filed with the Secretary. The Secretary shall perform such other duties as fixed by the Board.

5. The Treasurer shall have custody of all funds, securities, fiscal papers and other tangible assets of the Association. He shall deposit the revenues of the Association 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 Association. He will prepare and submit at each regular meeting of the Board of Directors a financial statement of the condition of the Association as of the last day of the preceding month. He shall prepare such tax reports as local, state and federal agencies may require.

## ARTICLE V

### Standing Committees

- (a) Facilities – shall have supervision over the pool, grounds, facilities, and equipment and their improvement, maintenance and repair.
- (b) Scheduling and Employment – shall prepare, publish and provide for enforcement of rules of health, safe conduct, and pool usage. It shall provide for and schedule programs of instruction.
- (c) Membership – shall investigate, verify eligibility, and report to the Board of Directors all applications for membership.
- (d) Finance – shall prepare the annual budget for the Board and supervise all financial transactions.
- (e) Nominating – shall consist of three members elected at the Spring membership meeting, two of whom shall be nominated by the Board from among its members whose terms of office shall not expire at the next Fall membership meeting. Vacancies occurring among the members of the committee selected by the membership shall be filled by the other members so selected. Vacancies occurring among the two selected by the Directors shall be filled by the Directors.

The nominating committee shall nominate the candidates for Directors. The report of their nominations shall be filed with the secretary not later than September 15<sup>th</sup> of each year. Candidates may also be nominated by letter signed by not less than five (5) members filed with the secretary not later than fifteen (15) days prior to the Fall membership meeting.

Nothing herein contained shall prevent nominations from the floor at the general membership.

## ARTICLE VI

- ~~1. Membership is open to any resident of the Grissom High School District. However under certain circumstances and majority approval of other members — some m Memberships can be sold to any homeowner resident in Huntsville City limits~~
- ~~2. Starting in 2012 Swim team only or Dive team only memberships are available for any resident in the Grissom High School District. Anyone prior to 2012 who participated in Byrd Spring Aquatic Association Swim & Dive only memberships will be grandfathered in.~~
1. Membership categories are as follows:
  - a. **Active** - a member who (1) has been duly elected to membership by three-fourths of the members of the Board of Directors, (2) holds a full paid-up membership certificate, (3) is not suspended from membership for delinquency in payment of dues or other indebtedness, and (4) has not elected to be an Inactive Member for the current year as provided in the Association By-Laws.
  - b. **Inactive** – a member who has duly requested his membership to become inactive and has submitted payment of the Inactive Membership annual fee for the current year.
  - c. **Interim** – a member who is in process of purchasing a membership on an installment payment plan, and who has otherwise satisfied all requirements for Active membership.
  - d. **Delinquent** – a member who has Association privileges duly suspended by the Board of Directors for delinquency in payment of dues or other indebtedness.
  - e. **Associate** – remaining members of the family household of Active or Interim member.
  - f. **Summer** – a non-renewable membership for a single, complete swimming season issued to applicants who otherwise meet the qualifications for Active membership under conditions prescribed by the Board of Directors. The number of memberships in any given year shall be limited to ten (10) percent of the number of Active members; except that an additional summer membership may be issued for each Inactive member. Summer members shall enjoy all of the privileges and prohibitions of membership except voting rights. The Summer membership fee required in lieu of permanent membership fee and annual dues shall be fixed according to Article IX, Paragraph 2.
  - g. **Swim and/or Dive Team membership only** - Swim and/or Dive Team only Membership must pay an annual membership cost ~~of \$80.00~~ **as set by the Board**, plus applicable fees per child for Swim and/or dive team.
2. Interim members pursuant to notice may be suspended for violation of the installment payment agreement. Failure to complete installment payments within ninety (90) days of the due date shall result in forfeiture of payments and loss of all Association privileges unless otherwise determined by the Board of Directors.
3. Any member pursuant to notice and hearing may be suspended for cause from membership for a period not exceeding three months, by a vote of a majority of the members of the Board of Directors, or may be expelled by a vote of three-fourths of the entire membership of the Board, who must, however have attended the meeting held for the purpose. Cause for suspension or expulsion shall be violation of the By-Laws or rules of the Association, or conduct unbecoming a lady or gentleman. The Board may empower its chairman of the Facilities Committee, chairman

of the Scheduling and Rules Committee, or Pool Manager to suspend pool privileges to a member for a period not exceeding seven days. Such suspension shall be reported, in writing, to the President within twenty-four (24) hours thereafter, stating details and cause.

4. Memberships may be bought, sold and/or transferred through and with the approval of the Board of Directors exclusively but not to exceed 200 members. A transfer fee of \$35.00 will be charged to the seller by the Board for all such transactions.
5. Members may petition to become inactive for a one-year period. A member shall submit in writing a request for his membership to become inactive for a season. The request must be submitted by April 15 and shall be accompanied by an inactive fee of \$100.00 as specified by the Board of Directors. Upon acceptance by the Board, no further dues will be assess for that year. Each year must be handled individually in the same manner.
6. A member in good standing, moving his permanent residence out of the eligibility area prescribed in Article VI, Paragraph 1, may retain his membership in the Association by meeting all of the other obligations as required by these By-Laws.

## ARTICLE VII

### Membership Privileges

1. 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 in the use thereof, which shall be conspicuously posted on the Association premises.
2. The Board may extend the privileges of the Association to any person upon such term as it shall fix.
3. The Treasurer shall post in the pool office and up-to-date roster of all Active, Interim, Summer, Associate and Swim & Dive Team Only members in good standing during swimming season.
4. Property broken or damaged by a member or his guest shall be promptly paid for by such member.
5. The Association shall not be responsible to any member or guest for loss of property or damage on account of accident.

## ARTICLE VIII

### Prohibitions

1. The Association shall not engage in the business of selling, keeping for sale, division, distribution or other dispositions to its members or guest, at or near premises owned or controlled by the Association, for consumption by its members or guest, any liquors, liquids or beverages that are prohibited by the Las of the State of Alabama to be manufactured, sold or otherwise distributed in the State.

2. Nor shall the Association permit any game to be played for wager, or any gambling, or the keeping of any gambling device, on or about said premises. The failure of the Association to observe the requirements of this Article will result in forfeiture of the charter ~~or~~ of incorporation and all rights incidental thereto.
3. No alcoholic beverages or illegal drugs shall be consumed at any time on the property of Byrd Spring Aquatic Association, nor shall they be brought onto the premises of the Byrd Spring Aquatic Association.
4. Group activities of any kind held on the premises of the Associating shall be approved in advance by the Board of Directors.

## ARTICLE IX

### Dues, Fees and Assessments

1. Dues and Assessments shall be sufficient to provide for the expense of operation, maintenance, and improvement of the property and shall be payable on or before ~~May 1~~ March 31 of each year.
2. The Board of Directors shall, at its first meeting after the spring general membership, fix the amount of dues for the ensuing year. Summer membership fee shall be One ~~Hundred~~ Hundred and Fifty percent of the active dues for the ensuing year.
3. No portion of dues shall be refunded or remitted, except for death or resignation, in which case the pro-rated unused portion shall be refunded after all obligations to the ~~Associated Association~~ incurred by the member are discharged.
4. Any member delinquent in the payment of his dues or other indebtedness to the Association may be suspended from membership by the Board, in which case he shall be immediately notified by the Secretary of his suspension.
5. Members shall be required to pay all charges and liabilities incurred by them or their families and their guests.
6. The Association will inform members delinquent in the payment of their dues in excess of ninety (90) days of plans by the Association to repossess their membership if the account is not settled promptly. This notice will be sent by certified mail on the ninety-first (91<sup>st</sup>) day after the final day for paying dues without a late penalty. If the member does not settle the issue by full payment of dues plus the late fee or fails to personally come before the Board of Directors to provide an acceptable justification, the membership will become the property of the Association. A vote by the Board of Director to be held thirty (30) days after the final notification will automatically transfer ownership to the Association.
7. An assessment may be levied against the members by the affirmative vote of a majority of the members voting in person or by written proxy at a semi-annual membership meeting or a meeting especially called for that purpose. Default of assessment shall be treated as default of dues.

## ARTICLE X

### Members' Meetings

1. Two general membership meetings shall be held each year, one in the Spring, between February 15<sup>th</sup> and March 15<sup>th</sup>., and the other in October.
  - a. The Spring meeting will be held for the purpose of hearing committee reports ~~approving the budget for the next calendar year~~, and for such other business as may properly come before it.
  - b. The October meeting will be called for the purpose of electing the Directors, ~~approving the budget for the next calendar year~~, examining the reports of Officers and for such business as may properly come before it.
2. Special meetings of the membership shall be called by the Board of Directors upon such notice as it shall determine. Special meetings may also be called upon the request in writing of ten (10) members filed with the Secretary, who shall call said meeting within thirty (30) days after the time of filing of the request.
3. Notice of Spring and October meetings shall be mailed ~~or emailed~~ to the members at least ten (10) days prior the date thereof. The notice of the October meeting shall include the names of candidates nominated by the Nominating Committee. Notices will be sent to the last known address of members.
4. Only active members in good standing (those not in debt to or suspended by the Association) may vote. Members may be represented by written proxy filed with the Secretary three (3) days before the meeting or by a designated Associate Member as an alternate.
5. The form of voting shall be determined by the President with the approval of the meeting, except, however, that ten (10) standing members may at any time demand a roll call.
6. A quorum shall consist of thirty (30) percent of the membership, except a quorum shall consist of those present at any semi-annual general membership meeting.
7. Unless otherwise provided, *Robert's Rules of Order* shall be followed.

## ARTICLE XI

### Board Meetings

1. The Board shall hold its first meeting within ten (10) days after the October meeting of the membership.
2. The Board shall hold its regular meeting as fixed by resolution; except that the Board shall hold no less than four (4) meetings per year.
3. Special meetings shall be held upon call of the President or upon the request of two (2) members filed with the Secretary who shall call the meeting promptly thereafter.
4. Notice of meetings may be given in any manner fixed by the Board, including the telephone.
5. Four members shall constitute a ~~n~~ quorum at any meeting.

## ARTICLE XII

### Amendment of By-Laws

These By-Laws may be amended by an affirmative vote of two-thirds of the Active members present and voting at a properly called meeting. Such vote may be taken at an semi-annual or at a Special Meeting or by mail **or email** as determined by the Board of Directors, provided written notice of the **proposed** Amendment is given to each member ten (10) days prior to such meeting or the closing date if a mail **or email** vote.

Amendment by mail **or email** vote requires two-thirds approval of the responses received by a reasonable date to be set by the Board.