

BY-LAWS

OF

GOBBLER'S KNOB SWIM AND TENNIS CLUB (updated 2/16/15 General Meeting)

ARTICLE I

NAME

The name of this corporation is Gobbler's Knob Swim and Tennis Club and shall be located in Helena, Alabama.

ARTICLE II

OBJECT AND PURPOSES

SECTION 1. Object and purposes of this corporation shall be to maintain a private, social and athletic association to establish and maintain facilities for social and recreational activities of the members of the corporation and such other persons as the Directors of the corporation may select; to construct, maintain, improve and beautify certain real estate to be owned by the corporation for the purposes of a swimming pool, tennis courts, or courts of other types and other recreational facilities consistent therewith; to solicit, receive, hold and maintain funds and to make use of said funds as the Directors may direct in order to carry out the objects and purposes of the corporation; and in the accomplishment of any of the purposes herein stated or for the attainment of any of the objectives enumerated in Article II of the Certificate of Incorporation of the Corporation.

To this end, Gobbler's Knob Swim and Tennis Club has been incorporated under the Laws of the State of Alabama as a non-profit corporation.

ARTICLE III

OFFICE AND PRINCIPLE PLACE OF BUSINESS

The office and principle place of business of the corporation shall be located in Shelby County, Alabama, and unless otherwise established by the Board of Directors, the office and principle place of business of the corporation shall be either at the address of the club facilities or at the address of the President of the Corporation. The Board of Directors may change said office and principle place of business from time to time.

The corporation shall have and shall continuously maintain in the State of Alabama a registered office, and a registered agent whose office is identical with such registered office, as required by the Code of Alabama, Title 10, Chapter 10 as amended. The registered office may be but need not be, identical with the principle office.

ARTICLE IV

MEMBERS

SECTION 1. Types of Memberships - Membership in this corporation shall consist of a maximum of two (2) adult members permanently domiciled in a SINGLE household, and any dependent children under the age of 26, or any children legally deemed in the care and/or custody of the adults under the age of 26, also permanently domiciled in adult member household.

SECTION 2. Regular (Voting) Membership - This is the primary ownership of the corporation and entitles its holder to the following privileges:

- (a) Regular Memberships are issued certificates of ownership which are transferable and may be resold by the member directly as stipulated in Article VIII.
- (b) Members are eligible to hold elected office in the corporation and participate in its government.
- (c) Members are eligible to vote in all duly held elections.
- (d) Members, their families and dependents have complete use of club facilities in accordance with these by-laws and general rules established for its operation.

SECTION 3 Voting Rights (Regular Membership) - Only one member of the family unit of an "Active Member" shall have a vote, and he or she shall be so designated with the Secretary upon qualification as a member; and in the absence of any such designation the husband, or head of the household, shall be entitled to vote for such family unit. The voting power, property rights and interests of an "Active Member" (family unit) shall be entitled to one vote at any regular or special meeting of the corporation.

SECTION 4, Non-Voting/Non-Transferable Membership: The Board of Directors may at its discretion sell non-voting memberships in the corporation subject to limitations and conditions defined as follows:

(a) The Non-Voting/Non-Transferable member cannot participate in the election of directors or amend the by-laws or General Rules of the Corporation.

(b) A Non-Voting/Non-Transferable membership is non-transferable and will cease to exist upon non-payment of dues and assessments.

(c) The Non-Voting member cannot be elected to the Board of Directors or serve as an elected officer of the Corporation.

(d) The Non-Voting member shall have all of the rights and obligations as defined in the by-laws and rules of the Corporation, except those excluded in this section.

(e) Non-Voting/Non-Transferable memberships will be available on a very limited basis, and will be at the discretion of the Board. The primary purpose of a Non-Voting/Non-Transferable membership will be to utilize a membership that is currently owned by the Club to offer as a community/charitable donation.

SECTION 5. Membership Committee:

(a) The President, immediately after the first meeting of the Board of Directors and/or after each annual meeting of the Corporation, shall appoint five (5) members, one of whom shall be the Chairman, who shall constitute a membership committee for the ensuing year, or until the next annual meeting. It shall be the duty of this committee to consider applications for membership, and to recommend suitable applicants to the Board of Directors for the approval. Applicants for membership must be personally known and recommended by at least three (3) members of the corporation. Recommendation to the Board shall be based on the vote of at least three (3) members of the committee present at the time of such vote for recommendation.

(b) The Board of Directors shall vote upon the admission to the Corporation of each applicant recommended by the membership committee at their first meeting thereafter, and shall confer membership only upon those applicants approved by two-thirds (2/3) of the members of the Board present. This provision is subject to change by vote of two-thirds (2/3) of the Board of Directors.

SECTION 6. Any member of the Corporation may withdraw from membership at any time subject to the provisions of Article VIII of these by-laws. In the case of such withdrawal, there shall be no refund on any portion of the current year's dues and any withdrawing member shall be fully responsible for and shall not be relieved of said member's obligation to pay any dues or other charges which have, prior to the date of his/her notification of withdrawal to the Board of Directors, become due and payable.

SECTION 7.

(a) Any member of the Corporation may be either suspended or expelled, and any member of his/her family may be denied the use of the Corporation facilities for acts and conduct prejudicial to the best interests of the Corporation and the members thereof. Causes for suspension or expulsion shall consist of the violation of any of the rules and by-laws of the Corporation, the sponsorship of guests, which in the opinion of the majority of the Board of Directors are calculated to create disputes and incidents prejudicial to the sense of property under the circumstances existing at the time, or of conduct unbecoming to a lady or gentleman.

(b) Suspension or expulsion shall occur only after a member has been notified of the exact nature of the charges against him and after said member has been given an opportunity for a hearing before the Board of Directors. This action shall only be taken upon the recommendation of two-thirds (2/3) vote of the Board of Directors and upon the approval by three-fourths (3/4) vote of the members present and constituting a quorum at a meeting duly called for such purpose.

(c) The Board of Directors shall notify the member immediately of their action. This notification will be given in writing and should also be made a part of the minutes of the corporation.

SECTION 8.

(a) Each member shall be accorded use of corporate facilities and will be held subject to the rules, regulations and by-laws of the Corporation.

(b) The Board of Directors at its discretion may extend the privileges of the corporation and the use of the corporation facilities to any person or persons subject to such conditions as may be imposed by said Board, and in conformity with the purposes of this Corporation as expressed by these by-laws.

(c) The Board shall, by rules and regulations, fix the term and conditions upon which guests of members may use the facilities of the corporation.

(d) Any property of the Corporation broken or damaged by a member, or his guest, shall be promptly paid for by such member. No member or other person shall take any article belonging to the corporation from the premises without prior approval from the Board. Members are responsible for the actions of their guests.

(e) The Corporation assumes no responsibility, and members or their guests shall agree that they have no claim against the Corporation for property or belongings of theirs which may be brought onto or left on the Corporation premises.

(f) The Corporation assumes no responsibility, and the members and their guests shall agree that they do not have any claim against the Corporation for any accident or injury to them or their property.

SECTION 9. Guardian status is available on a limited basis at the discretion of the Board of Directors. It is intended to allow limited use of the club facilities for non-member baby-sitters on a regular basis. Periodic or occasional non-member baby-sitters are not eligible for Guardian status and will be subject to regular guest restrictions.

Qualifying Persons:

(a) Non-member baby-sitters of member children.

Restrictions:

(a) Limited use of club facilities during any regular operating hours Monday through Friday until 6pm (excluding holidays).

(b) If the baby-sitter is a non-member, he/she must accompany the sponsoring family children as a baby-sitter.

(c) Guardian status does not include any rights or privileges associated with regular membership.

Fees:

A baby-sitter qualifying for Guardian status will be charged a fee, determined annually by the Board.

Application:

Any member wishing to apply must notify the Board. In the event it becomes necessary to change baby-sitters during the thirty period, the sponsoring member will be expected to notify the Board at least two(2) days prior to the effective change date.

ARTICLE V

GOVERNMENT

SECTION 1. The corporation shall be managed and governed by the Board of Directors composed of nine (9) members, four (4) of whom will be elected annually at the Annual Meeting for a period of one (1) year to serve as President, Vice-President, Secretary and Treasurer. The remaining members of the Board will serve two (2) years with two (2) or three (3) members being elected each year at the Annual Meeting. The immediate past President shall serve as an ex-officio member on the Board.

At the first Annual Meeting following adoption of this section, three (3) members will be elected to two (2) year terms and two (2) members to one (1) year terms in order to allow for this transition.

SECTION 2. Any member of the Board who shall cease to hold active membership in the corporation shall cease to be a member of the Board.

SECTION 3. The officers and Board of Directors for the first operational year will be the same as were elected for the organizational year.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. The duties of the Board of Directors shall be to control and manage the business of the corporation. Their authority shall extend, but not be limited, to the following:

(a) Transact all corporation business; make and amend rules and regulations for the use and management of the corporation property.

(b) Appoint and remove such clerks, agents, servants or employees as it may deem necessary, and fix their duties and compensation.

(c) Approve members.

(d) Fix, impose and remit penalties for violations of the by-laws and other rules and regulations of the corporation.

(e) Elect other officers not provided for in the by-laws to be elected by the general membership, such as an additional Vice-President, Assistant Secretary, Assistant Treasurer, etc. The Board, at its discretion, may elect such additional officers to the Board of Directors for the term of their office. All officers elected and all other officers shall serve without compensation.

(f) Constitute committees and define the powers and duties of same.

(g) Fill any vacancy in the membership of the Board of Directors to serve until the next Annual Meeting of the active membership.

SECTION 2. The Board shall designate the bank or banks for depositing of the corporation funds and shall make all determinations for the handling of same, provided however, that except for cash, it shall designate that all checks or instruments for the payment of money drawn on the corporation account or accounts shall in all cases bear the signature of two persons authorized by the Board to execute such instruments for and on behalf of the corporation.

SECTION 3. The Board shall cause the books and accounts of the corporation to be compiled annually by an independent licensed accountant.

SECTION 4. The Board shall meet at least quarterly and at such other times as it may deem necessary. At such meetings, five (5) members of the Board shall constitute a quorum.

ARTICLE VII

OFFICERS

SECTION 1. The officers of this corporation shall be President, Vice-President-Legal, Vice-President-Finance, Secretary, and if deemed necessary by the Board of Directors, such other officers consistent with the purposes of the corporation which are necessary for the efficient operation of the corporation and its facilities. The President, Vice-President-Legal, Vice-President-Finance and Secretary shall be elected at the Annual meeting of the membership and shall hold office until they are replaced by other duly elected officers at the next Annual Meeting of the corporation. Any other officers elected by the Board of Directors shall serve at the pleasure of the Board or until the next Annual Meeting of the membership, at which time their term shall expire.

SECTION 2. The President shall preside at the meetings of the corporation and the Board of Directors. The President shall be chairman of the Board of Directors. He shall be the chief administrative officer of the corporation. He shall appoint, subject to confirmation by the Board, all special committees as he may be directed by the Board. The President shall be an ex-officio member of all committees.

SECTION 3. The Secretary shall keep the minutes of all the meetings of both the Board of Directors and of the membership. He shall send out notices of the meeting of the corporation and of the Board of Directors and shall attend to the correspondence pertaining to his office as may be asked of him by the Board of Directors or the President. Notification by the Calling Committee of meetings can be substituted for written notices if approved by the Board of Directors.

SECTION 4.

(a) The Vice-President-Finance shall attend to the keeping of the account of the corporation, collecting its revenues and paying its bills as approved by the Board of Directors or other agency authorized by the Board to incur them. He shall deposit funds of the corporation received by him, in the name of the corporation only, in such depository or depositories as may be authorized by the Board. He shall perform such other duties pertaining to his office as may be asked of him by the Board of Directors or the President. The Treasurer shall be bonded in an amount set by the Board.

(b) Bills and statements for any incurred charges or dues will be rendered at the discretion of the Vice-President-Finance subject to the instruction of the Board of Directors, but not less than twice a year.

ARTICLE VIII

DUES AND ASSESSMENTS

SECTION 1.

(a) Dues for all active members shall be determined annually by the Board of Directors no later than January 31st. Assessments shall be determined by the Board of Directors on an as needed basis only.

(b) Dues shall be payable yearly, in advance, on or before May 1st each year.

(c) No dues, nor any part thereof, shall be refunded in the event the corporation operations are required to be suspended for any period of time.

(d) Upon termination of any member, such member shall not be relieved of liability for the payment of any dues or charges which were due and payable prior to the date of his termination and there shall be no refund upon such termination, regardless of the cause.

(e) Members may resell their stock directly, provided the purchasing party is approved by the Board of Directors. In those instances where the transfer is included with the sale of one's home, Board approval is also required. A transfer fee payable to the Club is payable at time of membership transfer. The transfer fee is determined by the Board of Directors annually.

(g) All funds held by the corporation on behalf of any member in the form of membership fee and/or initiation fee and/or dues shall be held on non-interest bearing and non-dividend paying basis.

SECTION 2. In the event of dissolution of the corporation in any manner or for any cause, and in no other event, upon the effective date of dissolution of the corporation, the claims of members and former members for the redemption or repayment of their membership fees shall be a lien upon the proceeds of the sale of the property of the club after the payment of all just debts and obligations. After redemption or repayment of all membership fees which are outstanding upon the effective date of dissolution of the corporation, the surplus then remaining shall be paid and distributed pro-rata among the membership of the corporation at the time of dissolution.

SECTION 3. Any member failing to pay dues or indebtedness of any type owed to the corporation before the tenth day of the month following that month in which a statement of his indebtedness shall have been sent to him by the Treasurer, shall be notified that, if such indebtedness shall not be paid within fifteen (15) days thereafter, the delinquent member may be expelled by the Board of Directors. Any person thus expelled shall immediately be notified in writing by the Secretary of his expulsion, and be posted on the corporation bulletin board on the corporation premises and if this indebtedness shall not have been paid within fifteen (15) days of the sending of such notice, he shall cease to be a member of the corporation. The Directors, at their discretion, may reinstate any member upon request and upon repayment of all indebtedness owed to the corporation.

SECTION 4. Upon ceasing membership for any cause, any and all indebtedness owed to the corporation by a former member shall be a lien upon and be charged against his membership fee, and the membership fee account of the former member may be reduced by the corporation in the amount necessary to satisfy such indebtedness or obligation.

SECTION 5. All fees, dues and other charges mentioned herein are exclusive of taxes that might be imposed by the Federal, State, and/or governmental agencies.

SECTION 6. THE INACTIVE STATUS WAS DONE AWAY WITH BY VOTE OF THE GENERAL MEMBERSHIP AT A MEETING IN AUGUST, 1988.

ARTICLE IX

MEETINGS

SECTION 1. The annual meeting of the Corporation shall be held the second Sunday in August at 3:00 P.M. each year at such place as the Board of Directors may determine. The annual meeting shall be for the purpose of electing directors, presenting committee reports and for the transaction of such other business as indicated in the notice or may be properly brought before it.

SECTION 2.

(a) A notice of the annual meeting and special meetings shall be given by electronic mail to the members at least fourteen (14) days prior thereto. The notice of the annual meeting shall include the names of candidates nominated.

(b) A nominating committee comprised of five (5) members shall be selected by the Board.

(1.) Independent nominations may be made from the floor.

SECTION 3.

(a) Only active members shall be entitled to vote at the meetings of the corporation, with each active member having one vote. Voting may be voiced, but any twenty-five percent (25%) of the voting members present shall have the right to demand voting by roll call.

(b) Unless specified otherwise by the by-laws, all matters including the election of the Board of Directors shall be decided by the majority vote.

SECTION 4. Twenty-five (25) active members present in person shall constitute a quorum at all corporation meetings. The President shall have the right to declare a quorum at any corporation meeting, notwithstanding the above.

SECTION 5.

(a) The Board of Directors shall hold its first meeting following the annual meeting of the members as promptly as is possible and shall hold its meetings at least quarterly thereafter.

(b) The Board of Directors may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.

ARTICLE X

MISCELLANEOUS

SECTION 1.

(a) Any person who acts as a Director or Officer of the corporation shall be indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a Director or Officer of the corporation, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct of said person in performance of his duty or duties.

(b) The right of indemnification provided herein shall ensure each Director and Officer referred to in (a) whether or not he is such Director or Officer at the time such costs or expenses are imposed or incurred and in the event of his or her death, shall extend to his or her legal representative and estate.

SECTION 2. Any question as to the meaning or proper interpretation of these by-laws shall be determined by the Board of Directors.

SECTION 3. These by-laws may be amended by two-thirds (2/3) of the active members present in person at any meeting of the corporation provided at least fourteen (14) days notice of such amendment by electronic mail shall be given to each member.

SECTION 4. **These by-laws cannot be suspended under any circumstances.**

SECTION 5. All rules and by-laws pertaining to the operation of the corporation will conform to all safety, health and miscellaneous requirements of the City, County, State, and Federal governments.

SECTION 6. The rules committee will be responsible for reviewing all proposed rule and by-law revisions. Recommendations for any changes, whether initiated by the Board itself or individual member, must first be reviewed by the rules committee. Their written recommendations shall be submitted to the Board of Directors for review at least seven (7) days prior to the Board meeting in which the proposed changes will be voted on. In the event of an unforeseen emergency, the President may waive the mandatory committee recommendation provided, in his view, immediate action is warranted.

***** END By-Laws *****