

Jones Valley Recreational Association

By-Laws

Revised 2017

**STATE OF ALABAMA
MADISON COUNTY**

ARTICLE I

Name

The name of the Corporation shall be “Jones Valley Recreational Association, Inc.,” hereinto referred to as “the Corporation,” “the Association,” and/or “the Club.”

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, in pursuance thereof, to acquire and hold real property, to erect buildings, to own and operate a swimming pool and other recreational facilities, and to engage in any other activities necessary or incidental to the furtherance of these objectives.

Section 2: The Corporation shall not engage in the business of selling, keeping for sale, division, distribution, or other dispositions, to its members or guests at or near premises owned or controlled by the Club, for consumption by its members or guests, any liquors, liquids, or beverages that are prohibited by the laws of the State of Alabama to be manufactured, sold, or otherwise distributed in this State. Nor shall the Club 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 Club to observe the requirements of this Article will result in forfeiture of the charter of incorporation and all rights incidental thereto.

ARTICLE III

Government

Section 1: The Corporation shall be managed by a Board of Directors. The Board of Directors shall be elected by the general membership of the Association at an annual membership meeting. The number of Directors elected at the general membership meeting will be determined each year based on the number of Board positions, as outlined in Section 2, that are vacant. The Directors shall be elected by a majority vote of all members present at the annual meeting.

Section 2: The Board positions, including the Officers of the Association, are as follows:

President
Administrative Vice President
Membership Vice President
Treasurer
Secretary
Personnel Director

Pool Operations Director
Assistant Pool Operations Director
Building and Grounds Director
Assistant Building and Grounds Director
Athletics Director
Social Director

The President, Administrative Vice President, Pool Operations Director, Assistant Pool Operations Director, Building and Grounds Director, and Assistant Building and Grounds Director shall be elected to one-year terms. All other Directors shall be elected to two-year terms. It is normally expected that the Administrative Vice President, Assistant Pool Operations Director, and Assistant Building and Grounds Director shall succeed the President, Pool Operations Director, and Building and Grounds Director, respectively, subject to a simple majority approval of all members present at the annual membership meeting. All Directors will serve without compensation. No member of the Association shall serve as a Director for more than four consecutive years.

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

Section 4: When a vacancy occurs on the Board of Directors, such vacancy may be filled by the Board. The Director thus elected shall serve until the next membership meeting.

ARTICLE IV

Officers

Section 1: The Officers of the Association shall consist of a President, an Administrative Vice President, a Membership Vice President, a Treasurer, and a Secretary, each of whom shall be elected as set forth in Section 1 of Article III. The terms of office shall be as set forth in Section 2 of Article III.

Section 2: The President shall preside over all meetings of the Board and/or members. 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 Administrative Vice President shall have and exercise all the powers, authority, and duties of the President during the absence of the latter, or in his inability to act. In addition, he shall perform such duties as may be assigned to him by the Board of Directors or the President.

Section 4: The Membership Vice President shall handle all transferring of memberships, to include the buying and selling of memberships, required notifications to the Board of membership transactions, aiding the Secretary in maintaining an accurate list of active and inactive members, and signing all certificates of membership. In the absence of the Membership Vice President, any Officer may sign membership certificates.

Section 5: The Treasurer shall have custody of all funds, securities, fiscal records, and other intangible assets of the Corporation. He shall deposit the revenues of the Corporation and shall 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 shall prepare and submit at each regular meeting of the Board of Directors a financial statement of the condition of the Corporation. He shall prepare such tax reports as local, state, and/or federal agencies may require.

Section 6: The Secretary shall maintain accurate lists of members, Directors, and Officers. He shall also keep minutes of Board and membership meetings and shall provide required notice of all meetings. He shall have custody of all books, records, and papers, except those required to be kept by the Treasurer in accordance with Section 5 of this Article. Copies of all correspondence in the name of the Club shall be filed with the Secretary. The Secretary shall be responsible for obtaining and recording all accident reports filed by the pool staff.

Section 7: Officers and Directors may be reimbursed for out-of-pocket expenditures made on behalf of the Association, as approved by the Board of Directors, but shall not be otherwise compensated.

Section 8: When a vacancy occurs among the Officers, such vacancy may be filled by the Board. The Officer thus elected shall serve until the next membership meeting.

ARTICLE V

Committees

Section 1: The Board of Directors shall appoint such standing and special committees as may be deemed necessary. In addition, the President shall have the authority to appoint special committees as may be deemed necessary.

ARTICLE VI

Members

Section 1: The eligibility for membership in the Club is limited to those families residing in single family residences within Madison County, Alabama, and to such other families who are approved by a two-thirds vote of the Board of Directors.

Section 2: The total number of members in this organization shall be limited to 290 family memberships. Such family memberships shall be in the name of the head of household and shall cover only those members of the family residing within the same household.

Section 3: Any member may sell, gift, or otherwise transfer their membership to another party, provided that all dues and assessments on such memberships are current and that the proposed new member meets all requirements of membership set forth herein above and is approved by the Board of Directors. The Board shall have final approval authority over all membership transactions. Memberships shall not be transferred as part of the sale of the member's home.

Section 4: An initial membership fee and transfer/processing fee as established by the Board of Directors shall be paid by each applicant for membership. The Board of Directors shall set annual dues per membership based on anticipated needs for the forthcoming year, which shall be paid by each member and received by the Treasurer before April 1 of each year. After May 1, a late fee, of an amount to be determined by the Board of Directors, shall be imposed. After written notification, any member in default shall have 10 days to bring current the payment of all dues and late fees. In the event that any member is in default as of June 1, the member automatically forfeits said membership without further notice, unless the Board of Directors directs otherwise. Delinquent dues and late fees shall be deducted from the membership equity. Each member is responsible for payment of any assessment fee approved by the Board of Directors.

Section 5: Members wishing to sell their membership must notify the Membership Vice President in writing of their intent to sell. Memberships for sale will be placed on a chronological sale list. When prospective new members contact the Board or the Association, the Board will first sell any unowned memberships, up to the total number of memberships authorized by these bylaws. If no memberships are available through the Board, the Board will provide the sale list to prospective members. It shall be the responsibility of the selling member and the prospective member to negotiate the sale. The sale shall not be considered final until reported to and approved by the Board. Annual dues will remain applicable, with two exceptions:

1. A member who requests in writing the sale of his membership and has moved outside of Madison County, Alabama will not be subject to further dues.
2. A member who requests in writing the sale of his membership and has remained on the chronological list for one full calendar year, from the date of the written notification, may become an “inactive member” and will not be subject to further dues.

Once a member becomes inactive, they will not be entitled to membership privileges. The member shall pay the first annual dues following the written notification of desire to sell and hence will maintain membership privileges for that summer before becoming inactive. If said membership sells during the transitional summer, a prorated amount of the dues will be refunded. Memberships will not be placed in inactive status for any other reasons than the two exceptions explained above. A member may not go inactive for one season and maintain their membership for future seasons. In order for an inactive member to regain active membership status and privileges, all previous years’ dues (including those years in which the membership was inactive) must be paid in full and made current.

Certificates of Membership

Section 6: Certificates of membership shall be in a form adopted by the Board of Directors and shall be signed by the Membership Vice President, or other Officer in the absence of the Membership Vice President. All certificates shall be consecutively numbered and shall bear the name of the family holding the membership represented thereby. The certificates of membership shall entitle all the members of one family residing at the same address to use of the swimming pool and other facilities until membership is forfeited or sold as stated in this Article.

Voting Power and Property Rights

Section 7: The voting power, 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 membership.

Expelling of Members

Section 8: Any member may be expelled from the organization for acts and conduct prejudicial to the best interests of the organization and Directors thereof. Any member may be removed from membership for conduct deemed prejudicial to the organization by a majority vote of all members present at any annual meeting, or by a majority vote of Directors present at a special meeting of the Directors called for the purpose, provided that such member shall have first been served with written notice of the accusations against him and shall have been given an opportunity to produce witnesses, if any, and to 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 the organization and its property. No refund or reimbursement of membership fees, annual dues, or any other fees shall be paid to the expelled member. The member so removed may appeal the expulsion action to the membership at the next annual meeting. Any child of a member may be suspended by the Board of Directors for acts considered prejudicial to the Club. The Board

of Directors may reconsider such decision on application of the suspended party, and such suspension of privileges may be appealed to the membership at the next annual meeting.

ARTICLE VII

Membership Meetings

Section 1: The annual membership meeting shall normally be held the first week in October of each year. The Board shall select the date, time, and location of the meeting. The quorum for this meeting shall consist of the number of members present at the meeting.

Section 2: Special meetings of the members may be called by the President.

Section 3: The Secretary shall ensure that all members are notified of annual and special meetings.

Section 4: Five 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 generated. No vote may be cast by proxy, but any one adult member of the household may vote in person for each membership.

Section 5: All annual and called membership and Board meetings shall be conducted in accordance with Robert's Rules of Order, unless otherwise approved by a majority of those eligible to vote at the meeting in question. At the annual membership meeting, the elections of Directors and Officers shall follow the call to order before any other business is conducted.

Section 6: At all annual or special membership meetings, any resolution shall be deemed approved by an affirmative vote of a simple majority of the quorum, except as called for in Article X.

ARTICLE VIII

Meetings and Duties of Directors

Section 1: Meetings of the Board of Directors will normally be held on a monthly basis. The schedule of Board meetings will be established by the President.

Section 2: Meetings of the Officers will be on an as-needed basis and scheduled by the President.

Section 3: A special meeting of the Board of Directors shall be called by the President upon written request to the Secretary, signed by any 10 members, at which said members may attend to present any concern for consideration by the Board. The specific concern to be considered must be stated in the written request.

Section 4: The duties of the Directors shall be to control and manage the business of the Club. The Board's authority shall extend, but not be limited, to such actions as:

- a. Establishing annual dues.
- b. Determining the opening and closing dates of the swimming season.
- c. Hiring, and terminating the services of, any person employed by the Club.
- d. Preparing and submitting to the members a financial report at the annual meeting.
- e. Authorizing the incurring of obligations.
- f. Naming an Audit Committee or otherwise providing for competent audit of the Club's books and records at least annually.

- g. Determining reasonable rates of depreciation and adopting a reasonable plan for replacement of depreciable assets.
- h. Electing Officers to fill vacancies as prescribed herein.
- i. Publishing and enforcing reasonable rules and regulations pertaining to the use of the Association facilities.
- j. Any other acts which are necessary and proper to carry out any other duties required of such Directors.

ARTICLE IX

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 a security only after the Board shall have approved such transfer; and in the case of real property, after a majority of the members present at a meeting specially called for said purpose shall have also approved such transfer or pledge.

Section 3: The funds of the Corporation shall be deposited only in 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: The Board of Directors will secure the faithful performance of the Treasurer and any other officer designated to disburse funds by means of adequate fidelity bonds. The amount of which is to be determined by the Board of Directors.

Section 6: All disbursements of funds by the Corporation shall be made by checks signed by the Treasurer or any bonded officer of the Corporation. However, the Board of Directors may, by resolution, provide for the establishment and replenishment of a petty cash fund not exceeding \$150.00 for defraying expense items of the Corporation.

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

Section 8: The finances of the Corporation shall be audited annually by a method to be specified by the Board of Directors. The report of this audit shall be presented at the annual meeting of the members. The auditor shall be neither an Officer nor a Director of the Corporation.

ARTICLE X

Amendments to the By-Laws

Section 1: Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds of the Directors present at a duly held meeting of the Board of Directors. Members shall be notified of such amendments within 10 days after adoption by the Board of Directors, and such amendments will be effective until rejected by a majority vote of the members present at the next scheduled annual membership meeting or at a membership meeting specially called for that purpose, whichever occurs first.

Section 2: Amendments to these bylaws may be proposed by any member by written notice to the Board. Such notice shall be signed by not less than 10 members of the organization. Upon receipt of the signed written notice, the President shall schedule and call a special meeting of the membership for the purpose of voting on the amendments. The Secretary shall provide written notice of the proposed amendments and of the date, time, and location of the special meeting to each member of the organization not later than 10 days prior to meeting. The amendments shall be adopted by the affirmative vote of two-thirds of the members present at such meeting.

ARTICLE XI

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 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 at a special meeting called for the purpose, but only after an opportunity has been given him to be heard.

Section 3: When any Officer is absent or otherwise unable to perform the duties of his office, the Board of Directors may 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 by the Secretary in the minutes book. The approved minutes of all meetings shall be signed by the President or Secretary, or by those acting in their place.