

**Jones Valley Recreational Association
By-Laws**

**Complete Revision
2003**

**STATE OF ALABAMA
MADISON COUNTY**

ARTICLE I

Name

The name of the corporation shall be Jones Valley Recreational Association, Inc.

ARTICLE II

Section 1: The purpose of 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, own and operate a swimming pool and any other recreational facility and to engage in any other activities necessary or incidental to the furtherance of these objectives.

Section 2: This Club 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, 12 in number. The Board of Directors shall be elected by the general membership of the Association at the annual meeting. The number of Directors elected at the general membership meeting will be determined each year and 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 the members present at the annual meeting. Each Director elected will serve a term of 2 years. No member of the Association shall serve as a Director for more than 2 consecutive terms (4 years).

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

President
Administrative Vice President
Membership Vice President
Treasurer
Secretary
Pool Operations
Assistant Pool Operations
Building and Grounds
Assistant Building and Grounds
Swim Team Representative

Diving Team Representative

Tennis Representative

Each Board position is for a term of 2 years except for the President, Administrative Vice President, Pool Operations, Assistant Pool Operations, Building and Grounds, and Assistant Building and Grounds. These positions are for 1-year terms but where the Administrative Vice President succeeds the President, the Assistant Pool Operations succeed the Pool Operations and the Assistant Building and Grounds succeeds the Building and Grounds. All Board Members will serve without compensation.

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 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 Directors. The Director thus elected shall serve until the next membership meeting.

ARTICLE IV

Officers

Section 1: The officers of the Association shall be a President, an Administrative Vice- President, a Membership Vice President, a Treasurer, and a Secretary, who shall be elected as set forth in Section 1 of Article III. The term of office is as set forth in Section 2 of Article III.

Section 2: The President shall preside over all meetings of the Directors and 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 appropriate Board members of membership transactions, aiding the Secretary in maintaining an accurate list of members, and signing all certificates of membership. In the absence of the MVP, any Officer may sign the membership certificate.

Section 5: 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. He shall prepare such tax reports as local, state and federal agencies may require.

Section 6: The Secretary shall maintain accurate lists of members, Directors, and Officers. He shall also keep minutes of member's and Director's 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 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 as approved by the Board of Directors made on behalf of the Club, but shall not be otherwise compensated.

Section 8: Vacancies among the officers shall be filled by the Board of Directors.

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 necessary.

ARTICLE VI

Members

Section 1: The eligibility for membership in this Club is limited to those families residing in single family residences within the Jones Valley area of 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 the family and shall cover only those members of the family residing within the household and out-of-town guests.

Section 3: Memberships shall be sold by the Board provided that all 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. There will be refunds of the corporation membership fee when the membership has been sold. All acquisitions of memberships must be handled by the Board. Memberships may not be transferred with selling of member's home or by individual members.

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 set annual dues per membership based on anticipated needs for the forthcoming year, which shall be paid and received by the Treasurer, before April 1 of each year. After May 1, a late fee, the 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 dues and late fees. In the event that any member is in default of dues payment as of June 1, the member 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. Every 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 list. Annual dues will still be applicable with two exceptions:

1. A member who requests in writing the sale of his membership and has moved from the Huntsville City Limits 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 a full calendar year, from the date notified to sell, 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 must pay the first summer dues following the notifying date to sell and hence still 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. Inactive memberships are ONLY available for those who have moved out of Huntsville City Limits or who have appeared on the sell list for more than a calendar year. A member may not go inactive for one season and maintain their membership for future seasons.

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 MVP. 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, use of the swimming pool and other facilities until membership is forfeited or sold through the Board as stated in this Article. Voting Power and Property Rights

Section 7: 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.
Expelling of Members

Section 8: Any member may be expelled as a member of this organization for acts and conduct prejudicial to the best interest of the organization 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 the purpose, for conduct deemed prejudicial to this Club; 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 his 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 this organization and its property. The member so removed may appeal the expulsion action to this 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 party suspended and such suspension of privileges may be appealed at the next annual meeting of the membership.

Section 9: The charter members of this organization shall be those eligible under Article VI of these By-Laws, who have subscribed and paid for such membership prior to the closing date, May 1, 1972, established by the Board of Directors.

ARTICLE VII

Membership Meetings

Section 1: The annual membership meeting shall normal be held the first week in October. The officers 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 see that all members are notified of annual and called meetings.

Section 4: Five days prior to any annual or prescheduled meeting, the membership list of the corporation shall be closed and the list of members eligible to vote shall be made. No vote may be cast by proxy but any adult member of the family may vote in person for the head of the household.

Section 5: So far as it applies, the following order of business shall be observed at all annual and specific meetings of members:

1. Call to order.
2. Reading, correction and approval of minutes of previous meeting.
3. Reports of Committees.
4. Election of Directors.

5. Old business.
6. New business.
7. Unless otherwise provided, Robert's Rules of Order shall be followed.

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

ARTICLE VIII

Meetings and Duties of Directors

Section 1: A meeting 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: A meeting of the Officers will be on an as needed basis and scheduled by the President.

Section 3: A special meeting Board of Directors shall be called by the President upon written request to the Secretary by any 10 members, at which said members can attend, to present any problem for consideration by the Board.

Section 4: The duties of the Directors shall be to control and manage the business of the Club. Their authority shall extend to 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 until the next annual meeting of members.
- 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 a majority 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 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 we 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 to be determined by the Board of Directors.

Section 6: All disbursements of funds of 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 \$25.00 for defraying expense items of the Corporation.

Section 7: Other than as directed in Section 3 of Article IX, 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 amounts 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.

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 a duly held meeting.

Section 2: Amendments to these By-Laws may be adopted by the affirmative vote to two-thirds of the members at any duly held meeting provided written notice of the proposed Amendment is given each member 10 days prior to 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, 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 meeting shall be signed by the President or Secretary or by those acting in their place.