

BYLAWS OF THE  
OAK RIDGE SWIM CLUB, INCORPORATED  
A Non-Profit Recreational Swim Club

As Amended and re-stated **January 2022**.

ARTICLE I. NAME

The name of the non-profit Corporation shall be Oak Ridge Swim Club, Inc. (ORSC).

ARTICLE II. PURPOSE

The purpose of the formation and operation of this non-profit Corporation is to promote the health and social welfare of its members in the ownership of 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 Guilford, and State of North Carolina, for the use of its members and their families.

ARTICLE III. MANAGEMENT

Section 1. The Corporation shall be managed and governed by a Board of Directors consisting of no less than **7 nor more than 11 members and will remain at an odd number**.

Section 2. At each annual meeting, vacant seats on the Board of Directors can be filled by a member electing to stay on for their additional term. If the Board member does not elect to stay on for their additional term or if both terms have expired, that member's seat shall be filled by a nominee elected by the stockholders. The Board will notify all members of open positions and allow for all members to nominate themselves for said position. Members will receive a slate of nominees, via email, and shall be allowed to vote for a period of at least fifteen days prior to the annual meeting. There shall be no nominations made from the floor at the stockholders' meeting. All nominees and appointees must be in good standing with ORSC. Furthermore, at any meeting of the Directors, the Directors may elect to the Board any number of persons necessary to bring the Board of Directors to a maximum strength of **11 members**, if vacancies should arise. Such vacancies shall be filled by election of a person to complete that unexpired term remaining.

Section 3. A member can serve on the Board of Directors for two successive 3-year terms. The Board of Directors shall have the ability to extend a Board member's term, for no more than one (1) year, with a  $\frac{3}{4}$  majority vote. A member that has previously served on the Board of Directors would be eligible to be reelected as a Board member after being off the Board for a minimum of one three-year term.

Section 4. If a member of the Board of Directors accepts a position of employment with the swim club, that board member shall resign from the Board of Directors, and their vacancy shall be filled according to Section 2 above.

## ARTICLE IV. BOARD OF DIRECTORS

Section 1. Consistent with these Bylaws, the Board of Directors or an appointed committee thereof shall:

(a) Transact all Corporation business either in person or virtually and amend the rules for the regulation and the use of the Corporations' property. It may appoint and remove such officers, clerks, agents, servants, or employees as it may deem necessary in its sole discretion and may fix their duties and compensations.

(b) Handle any and all personnel issues that may be brought to any member of the Board of Directors by an employee or employees of the Oak Ridge Swim Club. Should a personnel issue involve a board member, or a member's immediate family, the board member should be excused from the discussion in the interest of confidentiality and to avoid conflict of interest.

(c) Approve memberships.

(d) Fix, impose and remit penalties for violations of these Bylaws and the rules of the Corporation.

(e) Serve without compensation, except as directed by the Board when deemed necessary with a  $\frac{3}{4}$  majority vote.

(f) Elect from the Board of Directors, at each annual meeting, a President, Vice-President, Secretary and Treasurer. In the event of a vacancy in any of these offices during the year, the Board may elect a member of the Board in good standing to fill the vacancy for the remainder of the year.

Section 2. **The majority** of the Board shall constitute a full quorum for the purpose of transacting Corporation business, and the affirmative vote of a simple majority of Directors constituting such a quorum shall be necessary to pass any resolution or authorize any acts of the Corporation, unless herein a different vote is authorized. Votes may also be solicited via e-mail, text, or telephone call for pressing matters that cannot wait until the next regularly scheduled Board meeting. Such motions should be presented for a vote to all Board members and properly seconded. If action is taken by the Board on the basis of individual approval, such action must be ratified by the board at a regular Board meeting, or in an executive session, in order to become an official act.

Section 3. Financial reports consisting of an income statement and balance sheet for any and/or all areas of the Corporation shall be made available to active stockholders by the Treasurer, upon request, and to the Board on at least on a quarterly basis.

## ARTICLE V. MEMBERSHIP

Section 1. All members shall agree to abide by all of the rules and regulations, resolutions, and bylaws of the Corporation with reference to the use and operation of the corporate properties as provided in these Bylaws, and as may be hereafter determined by resolution of the Board of Directors of the Corporation.

## Section 2.

(a) **Total membership in the Corporation shall be limited to 2,100 individual persons or such other number as the Board may from time to time determine. Each active membership shall consist of living in the same household and each family unit shall have one vote in corporate matters.**

(b) **A family unit shall be defined as follows:**

(i) **Single - must be over the age of 21**

(ii) **Double - is defined as two persons living in the same household, which may include one adult and one unmarried child under the age of 24 as of January 1st, or two adults living in the same household**

(iii) **Family of Three - is defined as three persons living together at the same household, which may include two adults and one unmarried child under the age of 24 as of January 1st, or one adult and two unmarried children under the age of 24 as of January 1st**

(iv) **Family of Four + - is defined as four or more people (no cap) living at the same household, which may include two adults and unmarried children under the age of 24 as of January 1st, or one adult and unmarried children under the age of 24 as of January 1st**

(v) **Caregiver Add-On - Grandparents and Nannies and are defined as available in conjunction with one of the two family swim club memberships and is limited to one individual who is either an immediate family member or Nanny.**

(c) All applications for membership shall be accompanied by the proper fees and dues provided in the payment schedule approved by the Board of Directors.

Section 3. Any family unit who wishes to sell their stock shall complete the sell request form on the Club's website, at which point, the Executive Director, shall place that stock on a stock-sell list, provided that all dues and assessments are up-to-date. **All membership due late fees will be deducted from the stock price.** The Corporation shall purchase such stocks as new demands for stocks occur. Dues and assessments must be kept up-to-date on a calendar year basis in order to remain on the stock-sell list. The member's existing stock number shall be retired, and a new stock number shall be issued to the member that purchases the stock.

The Corporation reserves the right to re-purchase stock from any member requesting withdrawal at the price the member has paid for their stock, including the member's initial purchase price plus any stock value assessments paid by the member.

Section 4. The sale of stock in this Corporation by one family unit to another is expressly forbidden without the express approval of the Board of Directors.

Shares of stock within a family membership may not be transferred from one family member to another without the express approval of the Board of Directors of the Corporation. In addition, stock cannot be transferred to a member's Trust.

If two adult members who jointly own stock divorce and choose to sell their stock, they must notify the **Executive Director** who shall then issue a joint refund of their stock price paid, provided that all dues and assessments are up-to-date. Each member may then purchase their own share of stock for the going rate at that time. They shall not be required to go on the waiting list. Alternatively, if one of the adult members chooses to gift their share of stock to the other member, this must be part of the divorce decree and documentation must be provided to the Corporation.

The Board, at its discretion, may authorize other transfers. Officers shall handle such stock transfers subject to a fee outlined in the payment schedule approved by the Board of Directors.

Section 5. Any member may be suspended or expelled for the misuse of the pool or property facilities, for the violation of these Bylaws or the rules and regulations of the pool or property, for improper conduct, or for not paying the dues, all at the discretion of the Board of Directors. No yearly dues shall be refunded to any member if suspended or expelled.

The pool and property facilities shall be under the direction and control of a paid manager who shall have the power to enforce rules for the use of the pool and property, and to suspend members from the pool and/or property for a period for infractions of these rules. All suspensions shall be reported to the Board of Directors for any further action.

Section 6. The Board of Directors shall fix the terms and conditions upon which guests of members may use the facilities of the Corporation.

Section 7. Any property of the Corporation broken or damaged by a member or guest shall be paid for promptly by the member or the member responsible for the guest. No person shall take any article belonging to the Corporation.

Section 8. The Corporation assumes no responsibility to members or their guests for the property of the members or their guests that may be brought into or left in the Corporation's building or upon its grounds. Articles left in the lost and found area of the club shall be donated to a charity on a regular basis throughout the swim season.

Section 9. The corporation assumes no responsibility and no member or guest shall have any claims against the Corporation for any accident or injury to any person or their property.

Section 10. The pool and other recreational facilities are solely controlled by the Oak Ridge Swim Club, Inc.

Section 11. Robert's Rules of Order, in accordance with the last published edition, shall control the proceedings in any meetings held by the Board of Directors or the membership of this Corporation, unless in conflict with Bylaws adopted by the Board of Directors, and in the latter case, the Bylaws shall control.

## ARTICLE VI. MEETINGS

Section 1. The annual meeting of the members of the Corporation shall be held during the fall of each year at a time and place to be designated by the Officers of the Corporation.

Section 2. Special meetings of the members of the Corporation shall be called by the Board of Directors. Also, upon request of 25 member families, made in writing to the Secretary stating the purpose thereof, a special meeting shall then be called by the Secretary to be held within 30 days thereafter. Special meetings of members of the Corporation may also be held at the call of the President on five days notice by email to all members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted at said special meeting.

Section 3. Provided that appropriate notice has been made to stockholders, the President may declare a quorum is present at all annual or special meetings of the membership. Proxy voting shall be permitted.

Section 4. Whenever, in the Bylaws, notice to members is required, the **emailing** of such notice to the last known **email** address of the member shall constitute due notice.

Section 5. There shall be at least one regular meeting of the Board of Directors each **month** at a time to be designated by the President. Every effort shall be made to schedule Board meetings well in advance so that the dates of Board meetings may be made available to the stockholders in a designated area. The President may call special meetings of the Board as deemed necessary and in

the best interests of the Corporation. Notice of such meetings may be given to Board members by the President either in person, by e-mail, text or by telephone call. The Board may also hold meetings via telephone **or video** conference call. Such meetings must be conducted in such a way that all members participating can hear each other at the same time. If action is taken by the board on the basis of individual approval, such action must be ratified by the Board at a regular Board meeting, or in an executive session, in order to become an official act.

**Section 6. Board members are required to attend 75% of the annual meetings, via telephone, video or in-person. Should a Board member not attend the required number of meetings, they will be asked to resign at the Club's Annual Meeting.**

Section 7. Special meetings of the Board of Directors may be called upon a request of a simple majority of the members of the Board of Directors. Virtual meetings and dialogue by the Board of Directors are permitted.

Section 8. Minutes of all regularly-scheduled Board meetings of the Board of Directors shall be made available to members of the Board by the Secretary prior to the next scheduled meeting and, upon request, shall be made available to the stockholders either by written or electronic copy. Minutes of special meetings and executive sessions shall be maintained by the Secretary, for record keeping purposes, but shall not be made available to stockholders.

## ARTICLE VII. DUES AND FEES

Section 1. The Board of Directors shall establish such annual dues as shall be sufficient to provide for the current annual expenses, protect the corporate capital, provide for the proper maintenance and improvement of the property, and provide for special assessments for such capital improvements as shall be, by resolution, ordered by the Board. No members may use the pool until that year's annual dues have been paid. Those persons accepted for stockholder membership shall be required to purchase one share of stock at the then existing price, as determined by the Board of Directors, plus a non-refundable initiation fee. Such stock shall be transferable or sold only as described in ARTICLE V of these Bylaws, with the approval of the Board of Directors.

Section 2. In the event of the dissolution of the Corporation, upon the effective date of dissolution, the membership shall have a lien upon the proceeds of the sale of the Corporation after the payment of all of its debts, obligations, and expenses of the sale to the extent of the value of the memberships as fixed by the Bylaws, subject to a set-off of debts, dues, and obligations owed by the members of the Corporation, to the Corporation. After payment of all memberships outstanding upon the effective date of the dissolution of the Corporation, the surplus then remaining shall be paid and distributed pro-rata among the membership of the Corporation in accordance with the designation herein set out.

Section 3. Membership dues are due no later than May 1st of each calendar year. Dues payments not received by ORSC by May 1st shall be subject to a late payment penalty equivalent to 10% of the yearly membership dues amount. Each member shall have until May 31st of each calendar year to pay all dues and assessments in full. Failure to do so shall result in immediate termination of membership rights and cancellation of the stockholder's share.

Section 4. Upon the termination of membership, for any cause, all indebtedness owing to the Corporation by the membership shall be a lien upon and a charge against the stock value, and the stock may be taken over by the Corporation to satisfy such indebtedness. The stock shall be cancelled upon the books of the Corporation, and a new share issued in place thereof to a new member upon payment of that new member to the Corporation of the then value of the membership, as fixed by these Bylaws. The Secretary or Treasurer of the Corporation is authorized as attorney for the holder of such membership relinquished, to make such transfer. Every membership approved by the Board of Directors is expressly subject to the provisions of this section.

#### ARTICLE VIII. COMMITTEES

The President may, from time to time, appoint such committees as they deem necessary. At least one member of the Board of Directors shall serve on each committee so appointed.

#### ARTICLE IX. MISCELLANEOUS

Section 1. Each person who is elected and qualified as a director or officer of the Corporation shall be indemnified by the Corporation against expenses naturally and necessarily incurred by or in connection with the defense by such person of any action, suit, or proceeding in which they are made a party by reason of their being or having been a director or officer of the Corporation, except as to matters in which they shall be adjudged to be liable for gross negligence or willful misconduct. In the latter matters, such officer or director shall indemnify the Corporation for any sum paid by the Corporation in settlement of any action, suit, or proceeding based upon gross negligence or willful misconduct of such officer or director in the performance of their duties. The right to indemnification herein shall inure to each director and officer referred to in these Bylaws, when such matters occurred during the time that such person was a director or officer, even though such action or indemnity takes place at a time after which said director or officer has been succeeded in office by someone else.

Section 2. Any question as to the meaning or proper interpretation of any of the provisions of these Bylaws shall be construed and determined by a simple majority of the Board of Directors.

Section 3. These Bylaws may be amended by a simple majority vote of the full Board of Directors at any duly constituted meeting. All stockholders shall be notified annually of said amendments. Payment of annual dues by the stockholder connotes consent to these Bylaws.

Section 4. No part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation or individual. ORSC shall not enter into agreements for use of the facilities with "for-profit" businesses. Members shall not be permitted to use pool facilities for or in consideration with any revenue generating aspect of a for profit business. Doing so could create an issue ORSC's tax-exempt, non-profit status. One-time facility rentals that are not part of a revenue generating business event can be agreeable if the facilities are available and do not conflict with members activities. Any use of the pool by a "non-profit" organization (schools, churches, scouting, etc.) is permissible if it does not inconvenience the general membership or create an undue hardship on the operation.

Section 5. Annual payment schedule shall be made available to stockholders upon request.