

BY-LAWS

ARTICLE 1 – NAME

The name of the Club shall be the “Mountainview Aquatic Swim Club, Inc.”

ARTICLE II

The purpose for which this Club is formed is to promote the Health and general welfare of its members. 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 Jefferson and State of Alabama for the exclusive use of its members and their families.

ARTICLE III – GOVERNMENT

Section 1. Consistent with these By-Laws, The Board of Directors shall:

- (a) Transact all Club business and make and amend rules for the regulation of the use of Club property. It may appoint and remove officers, clerks, agents, servants or employees as it may deem necessary and may fix their duties and compensations.
- (b) Elect members.
- (c) Fix, impose and remit penalties for violations of these By-Laws and Rules of the Club.
- (d) Constitute and appoint committees and define the powers and duties of the same.
- (e) Fill any vacancy in the membership of the Board of Directors.

Section 2. The Board of Directors shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which, check, drafts, and other instruments for the payment: of funds of the Club shall be executed. However, the Board of Directors shall always require that at least 2 officers sign all such checks, drafts and other instruments for the payment of money drawn in the name of the Club.

Section 3 The Board of Directors shall cause the books of the Club be audited annually by auditors selected by the Directors, Who shall neither be Directors nor officers of the Club, and the report of the auditors shall be available to the members at all times.

Section 4.

- (a) The Board of Directors shall meet at least once a month during the months of April, May, June, July, August and September and at such other times and intervals as they deem necessary.
- (b) A majority of the members of the Board shall constitute a quorum.

Section 5 . In the event a question before the Board of Directors results in a tie vote which cannot be resolved, the question shall then be submitted to the membership for decision.

Section 6 Nothing in these By-Laws shall be construed to permit the Board of Directors to borrow or Pledge the credit of the Club without the specific approval of the membership at a duly held meeting.

Section 7. Any member of the Board of Directors may be removed from office by a majority vote of the membership present in person either at an annual meeting or a special meeting called in accordance with these By-Laws.

ARTICLE IV - OFFICERS

Section 1. The officers of the corporation shall consist of a President, Vice-President, Secretary, Treasurer and such others as the Board may deem necessary, all of whom shall be chosen by the Board immediately following the annual meeting.

Section 2. The President shall preside at all meetings of the membership of the corporation and shall have general supervision of all the affairs of the corporation. He shall, with the Secretary, execute all conveyances, sign all written contracts and obligations of the corporation, and perform the duties usually annexed to his office.

Section 3. The Vice-President, in the absence of or upon the failure, refusal or inability of the President to act as such, shall perform all the duties and have all the powers of the President.

Section 4. The Secretary shall give notice of all meetings of the membership and of the Board of Directors, and keep the minutes thereof. He shall conduct the correspondence and keep records and papers of the corporation, and he shall, with the President execute all conveyances, sign all written contracts, and shall be the keeper of the seal of the corporation.

Section 5. The Treasurer shall collect and preserve all funds of the corporation, supervise the keeping of the books of account thereof, which books shall be open at all times to the inspection of the Board of Directors as well as any member in good standing of the corporation, and shall submit to the Board of Directors a statement of the financial condition of the corporation and the number of members. The funds of the corporation shall be disbursed only as ordered by the Board. He shall give bond for the faithful discharge of his duties in such amount as the Board may prescribe and the corporation shall pay the premium for such bond, All disbursements shall be signed by the President and countersigned by the Treasurer.

Section 6. All officers shall serve without compensation.

Section 7. Other officers elected by the Board shall have such duties as may be assigned them by the Board.

ARTICLE V - MEETINGS

Section 1. The annual meeting of the Club shall be held at such place and time as the Board of Directors may determine.

Section 2. Special meetings of the membership may be called by any three (3) of the directors. At the written request of ten percent of the members, the President shall call a special meeting. At a special meeting no action shall be taken on any subject not stated in the notice of call of such meeting.

Section 3. The placing in the mail by the Secretary of a written communication, bearing sufficient postage, to each member at his last known address seven days prior to said meeting stating the time, place and purpose thereof, shall constitute notice of the time and place of any regular or special meeting. Ten percent of the regular members in good standing shall constitute a quorum for all regular and special meetings, and if a quorum is not present, then, if the notice of such meeting was duly given, the majority of the members present at such a meeting may call for a further meeting of the membership for the same purpose. Notice shall be given to all members, and at such meeting the members present

shall constitute a quorum. This procedure will apply also In the instances where more than a quorum of members Is required.

Section 4. Special meetings of the Board may be called by the Chairman of the Board or any three (3) members of the Board any time.

Section 5. There shall be no voting by proxy or absentee ballot at any meeting.

ARTICLE VI - MEMBERS

Section 1. Membership in this Club shall consist of family units within which there shall be the following classes of members:

(a) Life (b) Junior (c) Associate (d) Special

- (a) Life Member husband and wife, or head of the family owning a non-interest bearing Capital improvement Certificate of Corporation and who has paid all fees and assessments. The term member when used In the By-Laws shall refer to this classification unless otherwise specified.
- (b) Junior Membership dependent child of Life Member.
- (c) Associate Member non-dependent unmarried child, over 21, in the household of a Life Member.
- (d) Special Member a dependent and other person in the household of a Life Member who shall be approved by the Board of Directors from the period from the date of such approval to the date of the first meeting of the Board of Directors following the next annual meeting unless such approval is canceled by the Board prior thereto or is given for a limited period only.

Section 2. The Board of Directors shall vote upon the admission to the Club of each applicant recommended by the Membership Committee at their first meeting after receiving such recommendation, and shall confer membership only upon the applicants who shall be approved by the majority of the members of the Board present. The vote of the Board shall be by ballot.

Section 3. Any member of the Club may withdraw at any time subject to the provisions of Article VII and there shall be no refund of the current years dues.

Section 4.

- (a) Any member of any class may, for cause and after having been given an opportunity for a hearing, he suspended for a period of not exceeding three months by a three-fifths (3/5) vote of members of the Board of Directors present at any meeting thereof, or expelled by a four-fifths (4/5) vote of the entire membership of the Board. Cause of suspension, or expulsion shall, in general, consist of violation of these By-Laws or of the rules of the Club, or of conduct unbecoming a lady or gentleman.

- (b) The Board of Directors may delegate to a responsible employee of the Club, the power to suspend pool privileges for the violation of Club rules and regulations provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons thereof, shall be submitted to the President within twenty-four (24) hours.

Section 5.

- (a) All classes of members of the Club shall be accorded the facilities of the Club subject to the pool rules and regulations which shall be posted at all times at the pool.

- (b) The Board of Directors at its discretion may extend the privileges of the Club to any person or persons.
- (c) The Board of Directors shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.
- (d) Any property of the Club broken or damaged by a member of any class, or his guest, shall be promptly paid for by such member. No person shall take any article belonging to the Club.
- (e) The Club assumes no responsibility, and members (of any class) or their guests can have no claim against the Club, for the property of members of any class, or any guest, which may be brought into or left in the Club buildings, or on the grounds.
- (f) The Club shall maintain sufficient liability insurance.

Section 6. The number of active memberships of the Club shall be determined by the Board of Directors.

Section 7. Members in good standing shall be entitled to one vote at election of the Board of Directors and at meetings of the membership. A membership held jointly by man and wife shall entitle them to one vote between them. No member shall be entitled to more than one vote.

Section 8. No member of the corporation shall be personally liable, nor shall any of the property, real or personal, owned by the member be liable, for debts, liabilities, or other obligation of the corporation.

ARTICLE VI I - FEES ASSESSMENTS

Section 1.

- (a) The Board of Directors, at its first meeting after the annual meeting of the members, shall establish fees for the membership for the ensuing year.
- (b) Fees shall be sufficient to provide for the necessary running expenses of the Club and the proper maintenance and improvements Of its property and such fees shall be payable annually by opening day.
- (c) The annual fees shall be determined by the Board of Directors and is based on operating/maintenance expenses incurred the previous year.
- (d) No fees nor part thereof shall be refunded in the event that the pool operations are required to be suspended for any period.
- (e) Assessments may be levied only by a two-thirds (2/3) vote of a quorum at any regular or special meeting of the Club membership or the Board of Directors.

Section 2. In the event of dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Club, memberships shall be a lien upon the proceeds of the sale of the property of the Club after the payment of all of its just debts and obligations to the extent of the then value of memberships as fixed by these By-Laws, subject to set-off of all debts, fees, and obligations owed by the holder of the membership. After payment of all memberships, outstanding upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed pro-rata among the then membership of the Club.

Section 3. Any member of any class failing to pay fees or indebtedness before the 5th day of the 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 5 days thereafter, the delinquent may be suspended by the Board of Directors. Any person thus suspended shall immediately be notified in writing by the Secretary of his suspension, and if his indebtedness shall not be paid within 5 days after the sending of such notice, he shall cease to be a member of the Club. The Directors, in their discretion, may reinstate any member upon request and repayment of all indebtedness to the Club.

Section 4. Upon cessation of membership for any cause, all indebtedness owing the Club by him shall be a lien upon and charged against his membership and the membership may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the membership, it may be canceled on the books of the Club, and a new membership issued in place thereof to a newly elected member on payment by him to the Club of the then value of the membership as fixed by these By-Laws. In case of the enforcement of a lien as above herein provided, neither the signature of the holder nor the delivery of the membership shall be requisite to perfect the transfer to the Club, or to a new possessor, and the Treasurer of the Club for the time being is hereby authorized, as the attorney of the holder of such membership to make such a transfer. Every membership is expressly subject to the provisions of this section.

Section 5. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their family to whom the privileges of the Club shall have been extended and for all charges and liabilities imposed or incurred by their guests.

Section 6. All fees and other charges mentioned herein are exclusive of taxes imposed by the federal, state and other government bodies and agencies.

ARTICLE VIII - MISCELLANEOUS

Section 1.

- (a) Each person who acts as a Director or officer of the Club shall be indemnified by the Club against expenses actually 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 Club, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Club if settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his duties.
- (b) The right of indemnification provided herein shall insure to 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 death shall extend to his legal representatives.

Section 2. Any questions as to the meaning for proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

Section 3. Wherever mention is made herein to age of members, it shall be the age as of January 1st of the current year.

ARTICLE IX - RULES & REGULATIONS

Section 1. All classes of members of the Club shall be subject to the pool rules and regulations as set forth by the pool and the Board of Directors.

Section 2.

- (a) Gambling and alcoholic beverages are prohibited on Club property.
- (b) Members and guests will abide by the instructions of the Club manager and lifeguards while on Club property.
- (c) Pool hours will be established by the pool committee except for Sunday, when the pool shall be opened from 1:00 P.M. to 6:00 P.M.