

05/09/2016

**Bylaws  
Of  
Quail Ridge Tennis & Swim Club, Inc.**

**Article I**

*Offices*

*Section 1*

**Registered Offices:** The registered office of the corporation, subject to change as provided by law, shall be as follows: PO Box 824, Sanford, NC 27331

*Section 2*

**Other Offices:** The Corporation may have offices at such places, within the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the corporation may require.

**Article II**

*Membership*

*Section 1 -*

**Number of Members:** The number of members of the corporation shall be determined by the Board of Directors of the Corporation.

*Section 2 -*

**Qualification for membership:** Property owners in Pine Knoll Subdivision (Quail Ridge) shall have first priority for membership. Membership will not necessarily be limited to property owners in Pine Knoll Subdivision (Quail Ridge), but applications for membership from other persons will be considered only after priority has been accorded to property owners in Pine Knoll Subdivision (Quail Ridge).

*Section 3*

**Classes of Membership:**

(a) The membership shall consist of persons who shall have paid an initial membership fee of not less than \$800.00 and annual membership dues in such amount as the Board of Directors of the corporation may from time to time determine.

(b) Temporary membership may be granted to active duty members of the U.S. military who shall have paid an initial membership fee of not less than \$200.00 and annual membership dues in such amount as the Board of Directors of the corporation may from time to time determine. The length of this temporary membership shall not exceed 3 years and is not transferrable. Should the before mentioned active duty military member decide to apply for regular membership after the 3 year term, the previous \$200.00 shall be applied to the regular initial membership fee.

(c) Associate membership may be granted to immediate family members of general members if those immediate family members reside outside Quail Ridge. An associate member will not be required to have paid an initial membership fee; rather, their rights to facility usage will stem from the family member that holds the certificate of a general member. Associate members shall pay membership dues in such amount as the Board of Directors of the corporation may from time to time determine.

(d) Tennis Only membership allows a person to use the tennis courts 7 days per week from 7:00am till 11:00pm. Cost of this membership is \$25 per month and shall be invoiced quarterly - \$75 – along with the normal invoicing of other types of membership

(e) Rental memberships will be offered to home renters in the community. The rental membership will require a \$300 membership fee and quarterly dues, currently \$75 per quarter. The membership can be held for up to 3 years. After 3 years, the membership fee can be applied to the stock fee to purchase a new full membership. In the event a full membership will not be purchased by the rental member, the \$300 membership fee is non-refundable.

(f) Additional classes of membership shall be established only upon approval of greater than 50% of the regular members entitled to vote at any regular or special meeting of the members, provided that the notice of such meeting shall include notification that an amendment to the bylaws is to be considered at such meeting.

#### *Section 4 -*

**Transfer of Membership:** All requests for transfer of membership must be submitted to the Board of Directors of the corporation and approved by the Board of Directors of the corporation or by such committee, as it shall designate. Any member contemplating the transfer and/or selling of their membership and associated stock certificate is required to allow the Quail Ridge Tennis & Swim Club to have the right to first refusal.

#### *Section 5*

##### **Rights of Membership:**

(a) Each certificate member in good standing of the corporation shall be entitled to all rights and privileges of membership, including the right to use the recreational facilities established by the corporation, subject to rules and regulations established by the

corporation, which right to use recreational facilities shall extend to every person residing in the member's family household.

(b) Only certificate members in good standing who are not in default of any obligation to the corporation shall have the right to vote on any matter presented at membership meetings of the corporation.

(c) The right to vote shall be exercised in person, and not by proxy, only by the certificate person holding membership in the corporation, except that in the absence of such member, the spouse of such member shall be entitled to vote in his or her stead.

(d) All rights of membership, including the initial membership fee, will be forfeited by any member who fails to pay regular established maintenance fees for a period of two years. There will be no refund of any portion of the initial membership fee. Pool rights will be suspended after 6 months (2 billing periods) if dues are not received in good standing. A late fee, to be determined by the board will be assessed also.

### **Article III**

#### *Meetings of Members*

##### *Section 1*

**Annual Meetings:** The annual meeting of the members shall be held at the place and time designated by the President in early May of each year beginning in 2015, for purpose of electing Directors of the corporation and for the transaction of such other business as may be properly brought before the meeting. The goal is to try and have the meeting on the Saturday that the pool opens for the year.

##### *Section 2*

**Special Meetings:** Special meetings of the members may be called at any time by the President, Secretary or Board of Directors of the corporation.

##### *Section 3*

**Notice of Meetings:** Written or printed notice stating the time and place of the meetings shall be delivered not less than ten nor more than fifty days before the date thereof, either personally or by mail, by or at the direction of the President, Secretary or other person calling the meeting, to each member. Notices will be considered delivered when mailed at the post office.

##### *Section 4*

**Quorum:** A majority of the members represented in person or by spouse shall constitute a quorum at meetings of members.

*Section 5*

**Voting:** Each member entitled to vote shall have one vote on each matter submitted to a meeting of members. Except in the election of Directors, the vote of the majority of the members voting on any matter at a meeting of members at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required by law or by the charter or bylaws of this corporation. The election of directors shall be by ballot.

*Section 6*

**Reports:** At the annual meeting of members, the President shall give a report detailing the activities of the previous year and making recommendations for action by the corporation for the ensuing year. A copy of this report shall be submitted to the Secretary and shall become a part of the minutes of the meeting.

The Board of Directors shall make or cause to be made a report of the financial affairs of the corporation for presentation at the annual meeting of members.

When the April 1<sup>st</sup> dues invoice is sent out a proposed annual budget document will be included and this proposed annual budget will be subject to the approval of the membership at the annual meeting of the members.

**Article IV**

*Directors*

*Section 1*

**General Powers:** The business and affairs of the corporation shall be managed by the Board of Directors.

*Section 2*

**Number, Term and Qualifications:** The number of Directors of the corporation shall be not less than five nor more than seven.

*Section 3*

**Election of Directors:** Except as provided in Section 4 of this Article, the Directors shall be elected at the annual meeting of members. Those persons who receive the highest number votes shall be deemed to have been elected.

*Section 4*

**Vacancies:** A vacancy occurring in the Board of Directors may be filled by the majority of the remaining Directors, though less than a quorum, or by the sole remaining Directors.

*Section 5*

**Chairman:** The Board of Directors shall be entitled to elect a Chairman from their number. In the event that such election is not held or in the absence of the elected Chairman, the President of the corporation shall preside as Chairman of the Board. However, the President of the corporation shall be entitled to vote on matters presented to the Board only if he is an elected member of the Board of Directors.

*Section 6*

Upon two weeks notice to all Board Members, the Board may, by two-thirds vote of the entire board, at a Board meeting held for such purpose, remove from office any member of the Board who may violate the terms of these bylaws or who may publicly act to obstruct or thwart the objectives of the corporation.

*Section 7*

The President or any two members of the Board of Directors may call a special meeting of the Board. Members of the Board of Directors shall be given three days notice prior to any special meeting of the Board.

*Section 8*

The Board of Directors shall cause to be submitted to each member at least seven days prior to the annual meeting of members, a proposed annual budget which shall be subject to the approval of the membership at the annual meeting of the members.

## **Article V**

### *Meetings of Directors*

*Section 1*

**Regular Meetings:** A regular meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of members. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings, provided, however, that the Board of Directors shall provide for at least one additional regular meeting during each year.

*Section 2*

**Special Meetings:** Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

*Section 3*

**Notice of Meetings:** The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Regular meetings of the Board of Directors shall require the same notification, unless the Board of Directors shall adopt a practice of conducting regular meetings without notice.

*Section 4*

**Quorum:** A majority of the Directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

*Section 5*

**Manner of Acting:** Except as otherwise provided in this section, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

*Section 6*

**Informal Action by Directors:** Any action of the Board of Directors may be taken without a meeting provided a consent in writing setting forth the action so taken be signed by all of the Directors entitled to vote with respect to the subject matter thereof, which consent shall be filed with the Secretary of the corporation as part of the corporate records, whether done before or after the action so taken.

## **Article VI**

### *Officers*

*Section 1*

**Number:** The officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such assistant secretaries, assistant treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the offices of President and Secretary.

*Section 2*

**Election and Term:** The officers of the corporation shall be elected by the Board of Directors at its annual meeting or at any other meeting of the Board of Directors. Directors are required to elect officers on an annual basis as nearly as is practicable. However, each officer shall hold office until his death, resignation, retirement, removal, disqualification, or until his successor is elected and qualified.

*Section 3*

**Removal:** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with or without cause.

*Section 4*

**Compensation:** The Board of Directors shall determine the compensation of the officers of the corporation.

*Section 5*

**President:** The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these bylaws.

He shall, when present, preside at all meetings of members. He shall sign, with any other proper officer, certificates for shares of the corporation and any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he shall perform all duties as may be prescribed by the Board of Directors from time to time.

*Section 6*

**Vice Presidents:** The Vice Presidents in the order of their election, unless otherwise determined by the Board of Directors shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and have such other powers as the Board of Directors shall prescribe, or as directed by the President.

*Section 7*

**Secretary:** The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and directors. He shall give all notices required by law and by these bylaws. He shall have general charge of the corporate books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it.

He shall have general charge of the stock transfer books of the corporation and shall keep, at the registered or principal office of the corporation, a record of members showing the name and address of each member. He shall sign such instruments as may require his signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned him from time to time by the President or by the Board of Directors.

*Section 8*

**Treasurer:** The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse and same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the corporation in books especially provided for the purpose; and he shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for each fiscal year, all in reasonable detail, including particulars as to convertible securities then outstanding to be made and filed at the registered or principal office of the corporation within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any member for a period of ten years; and the Treasurer shall mail or otherwise deliver a copy of the latest such statements to any member upon his written request therefore. The treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

#### *Section 9*

**Assistant Secretaries and Treasurers:** The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall be assigned to them by the Secretary or the Treasurer respectively, or by the President or the Board of Directors.

#### *Section 10*

**Indemnification:** The corporation, by act of the Board of Directors, shall indemnify every person (including his heirs, executors and administrators) who is or was an officer or director of the corporation or who served in such capacity in another corporation, partnership, joint venture, trust or other enterprise at the request of this corporation, against all expenses (including attorney's fees), judgments, amounts paid in settlement, and fines, incurred by or imposed upon such person, in connection with any threatened, pending or completed action, claim, suit or proceeding (whether brought by or in the right of the corporation, civil, criminal, administrative or investigative, including appeals) to which such person was (or was threatened with being) make a party by reason of have been such officer or director.

### **Article VII**

#### *Certificates of Membership and Transfer of Certificates of Membership*

##### *Section 1*

**Certificates of Membership:** Certificates representing membership in the corporation shall be issued, in such form as the Board of Directors shall determine, to every member who has paid the membership fee of not less than 800.00. These certificates shall be signed by the President or any Vice President and the Secretary or Assistant Secretary of the corporation. The certificate shall be consecutively numbered or otherwise identified and the name and address of the person to whom the certificate is issued, with the date of issue shall be entered on the membership books of the corporation.



*Section 2*

**Transfer of Membership:** Transfer of membership shall be made on the membership books of the corporation only by surrender of the certificate representing the membership sought to be transferred by the record holder thereof or by his duly authorized agent, transferee, or legal representative. All certificates for transfer shall be cancelled before new certificates for the transferred membership shall be issued. Prior approval of the Board of Directors or such committee as it shall designate, as herein provided, shall be obtained to prior to transfer of membership certificate. (See Article II, Section 4).

*Section 3*

**Closing Membership Books and Fixing Record Date:** For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board of Directors may provide that the membership books shall be closed for a stated period but not to exceed, in any case, fifty days. If the membership books shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least 10 days immediately preceding such meeting.

In lieu of closing the membership books, the Board of Directors may fix in advance a date as the record date for such determination of members, such record date in any case to be not more than 50 days and, in case of a meeting of members, not less than 10 days immediately preceding the date on which the particular action, requiring such determination of members, is to be taken.

If membership books are not closed and no record date is fixed for the determination of members entitled to notice or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of members.

*Section 4*

**Lost Certificates:** The Board of Directors may authorize the issuance of a new membership certificate in place of a certificate claimed to have been lost or destroyed, upon receipt of an affidavit of such fact from the person claiming the loss or destruction.

## **Article VIII**

### *General Provisions*

*Section 1*

**Seal:** The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed CORPORATE SEAL; and such seal as impressed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

*Section 2*

**Waiver of Notice:** Whenever any notice is required to be given to any member or director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be equivalent to giving of such notice.

*Section 3*

**Fiscal Year:** Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall begin on January 1 and end December 31, of each year.

*Section 4*

**Amendments:** Except as otherwise provided herein or as otherwise provided by law, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the regular members entitled to vote at any regular or special meeting of the members, provided that the notice of such meeting shall include notification that an amendment to the bylaws is to be considered at such meeting.