

**By-laws of the Abington Swim Club, dba.
Abington Homeowners, Inc.**

A not-for-profit, private corporate recreational center and pool

PREAMBLE: See Corporate Bylaws dated Oct 30, 2008 for informative preamble explaining corporate history.

Article I. ADMINISTRATION

Section 1: The name of the not-for-profit Corporation shall remain Abington Homeowners, Inc. as filed with the State of North Carolina, Department of Secretary of State. The corporation operates as Abington Swim Club, dba as filed with the Forsyth County Clerks Office. The registered office address of the corporation is Post Office Box 141, Kernersville, NC 27285-0141 (Forsyth County). The principal office of the Corporation is 7005 Avenbury Circle, Kernersville, NC 27284.

Section 2: The purpose of the formation and operation of this not-for-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 Forsyth, and State of North Carolina, for the use of its members, their families and guests.

Section 3: Membership is by household. The effective length of membership is a calendar year – January 1 – December 31. All paid members for the current May 1- October 30, pool season are eligible to vote for the board members to serve during the following calendar year of October 1 – September 30

The non-discrimination policy of the Corporation is to prohibit the denial of any membership based on race, creed, color, gender, sexual orientation, gender identity/expression, national origin, disability, age, or veteran status.

Article II: MANAGEMENT

Section 1: The Corporation shall be managed by and governed by a Board of Directors consisting of up to 7 members.

Section 2: A Governance and Nominating Committee appointed by the President and approved by the Board shall nominate candidates, and nominations must be received by the committee at least 30 days prior to the annual meeting.

All nominees and committee appointees must be in good standing with Abington Swim Club. Good standing refers to a member who has paid all current fees/dues and is not delinquent in any way to the Corporation. Nominees must not engage in activities that pose a conflict of interest to the club or serve as an elected official of any group which poses a conflict of interest to the club. The election will be held at the annual meeting, with absentee ballots to be provided to the members for a period of at least ten days prior to the annual meeting. At each annual meeting, the board members will be elected. A member can serve on the Board of Directors for two

successive 2-year terms. A member that has previously served on the Board of Directors would be eligible to be re-elected as a Board member after being off the Board for a minimum of one year.

In an effort to create a staggered rotating set of members of the board, the initial Fall 2008 vote will yield the top four vote receivers to a 2-year term while the next 3 top vote receivers for a one-year term. Each year following Fall 2008, the number of available board member openings will be determined by the Board based upon the previously stated conditions.

If the Board member does not elect to stay on for an additional term or if both terms have expired, that member's seat will be filled by a nominee elected by the members. Furthermore, at any meeting of the Directors, the Directors may elect to the Board the number of persons necessary to bring the Board of Directors to a maximum of 7 members, if vacancies should arise. Such vacancies shall be filled by election of a person to complete that unexpired term remaining by a majority of votes of a quorum of Board members. All voted Board positions shall be effective from October 1 – September 30 of the following year. The time frame from the vote of new board members and January 1 effective date, the newly elected board members and the current board members are expected to collaboratively work together to ensure a smooth transition.

Section 3: Any Board member may be removed at any time with or without cause by a simple majority vote of participating general pool members in good standing.

Section 4: Any Board member may resign at any time with written notice given to the President or Secretary

Section 5: Members of the Board shall not be paid for their Board service nor shall they receive free or reduced membership fees. If a member of the Board of Directors accepts a position of employment with the Corporation, they and any family member serving on the Board shall abstain from any discussion and/or vote regarding the services that member provides to the Corporation.

Article III: BOARD OF DIRECTORS

Section 1: Consistent with these by-laws, the Board of Directors shall:

(a) Transact all business of the Corporation either in person or virtually and amend the rules for the regulation and the use of the Corporation's property.

(b) After the general membership elects the board members, the board members will then vote on the officers of the Corporation.

(c) Determine and approve annually the amount of dues necessary to support the budget of the Corporation and submit both proposed dues and the budget for presentation to the membership at the annual member meeting or a special meeting, as required.

(d) Exercise their powers in good faith, to do and perform such other matters and things not expressly prohibited by law or these by-laws of Abington Swim Club. They shall formulate and utilize such rules and regulations as are necessary and appropriate to the proper administration, operation and maintenance of Abington Swim Club.

(e) Handle any and all personnel issues that may be brought to any member of the Board by an employee or contract employee. Should a personnel issue involve a Board member, or a Board member's immediate family, the Board member shall be excused from the discussion in the interest of confidentiality and to avoid conflict of interest.

(f) Approve memberships.

(g) Fix, impose and remit penalties for violations of these by-laws and the rules of the Corporation.

(h) 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.

(i) Approve all bills for payment of Corporation which are not specifically included in the member approved budget.

(j) Duties of Officers:

a. President – Shall preside at all meetings of Corporation; be Chief Executive Officer and representative of Corporation; be empowered to employ; and execute contracts on behalf of Corporation.

b. Vice President – Shall perform the duties of the President in the absence of the same; assume the Presidency in the event the then current President is unable to fulfill the complete term; and carry out such directions as given by the President. Also serves as the chair of the Governance and Nominations Committee.

c. Secretary – Shall be custodian of the permanent records of Corporation; keep minutes of all meetings of the Board, general meetings and any other meetings; notify (or have a Board member designee notify) all members prior to meetings as described in the other sections of these by-laws; and execute contracts on behalf of Corporation.

d. Treasurer – Shall have the authority of overseeing the employed or contracted appropriately credentialed accounting service corporation to handle the logistics of all financial transactions and any other needed services required of the Corporation; prepare and submit an annual budget for the board to approve each year; report to the Board monthly concerning the status of the books and records; maintain complete records for Corporation properties; present an annual report in writing to each member in good standing; present this information at the annual meetings of Corporation or as additionally directed by the President; be empowered to open such checking and/or savings accounts as needed to conduct Corporation business; and oversee the records for audit/tax purposes. The Corporation shall employ/contract with an appropriately credentialed accounting service with staff who cannot concurrently hold the position of Treasurer. The accounting service shall have the responsibility for maintaining the accounts,

books and financial records of Corporation and shall report to the Treasurer and Finance Committee monthly concerning the status of these books and records.

(k) After majority vote of approval by the membership at a duly constituted meeting, authorize the President, Secretary, or an agent to enter into any contract or to execute any instrument for the Corporation, including using Abington Swim Club property as collateral for a loan. Such authority will be confined to specific instances with prior Abington Swim Club Board approval.

(l) If approved by a majority of the Board, contract with appropriately credentialed accounting service corporation to handle the logistics of financial transactions and overall pool management and lifeguards/staff, grounds keeping services and any other needed services to operate the Corporation.

Section 2: A minimum of simple majority of the members 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 therein a different vote is authorized. Votes may also be solicited via email 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, properly seconded, and the Secretary shall record each and provide a detailed summary of the voting to each Board member after the voting has closed. 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 members, in good standing, upon written request to the President, and to the Board on at least a quarterly basis.

Article IV. MEMBERSHIP

Section 1: All members shall agree to abide by all of the rules and regulations, resolutions, and by-laws of the Corporation with reference to the use and operation of the corporate properties as provided in these by-laws, and as may be hereafter determined by resolution of the Board of Directors of the Corporation. It is the member's responsibility to notify the Corporation via the appropriate Board members of any changes to contact information – phone, mailing address, email address.

Section 2:

(a) Total membership in the Corporation shall be limited to an amount as determined by the Corporation's liability insurance and any applicable fire code. Each family unit/membership shall have one vote in corporate matters. Memberships will be limited to those living in Eastern Forsyth County and to those with a current or past connection to one of the many Abington subdivision neighborhoods and immediate surrounding other neighborhoods.

(b) A family unit will be defined as those members of a household by the primary member and those persons who can be claimed as dependents on the primary member's income tax returns. The Board reserves the right to review requests for exceptions on a case-by-case basis.

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

Section 3: Any member who wishes to sell his/her membership shall notify the Treasurer, who will place that membership on a membership purchase list, provided that all dues and assessments are up-to-date.

The Corporation reserves the right to, but is not specifically required, to re-purchase memberships from any member requesting withdrawal for the pro-rated dues value and the prevailing market value for the membership type.. The sale of a nontransferable membership in this Corporation by one individual to another is expressly forbidden without the express approval of the Board. In cases where the original agreements between the individual and Corporation state otherwise, the President must be notified in writing to the corporate office address at least 30 days prior to the sale.

Section 4: Any member may be suspended or expelled for misuse of any Corporation properties, for the violation of these By-laws or the rules and regulations of the property, for inappropriate conduct, for not paying the dues, or any action that jeopardizes the future viability of the club, at the discretion of the Board.

The following steps will be enacted in cases where ongoing member misuse is perceived:

1. The Board will solicit volunteers and then appoint a 3 member Review Committee.
2. These three members will meet with the individual(s) and review the situation.
3. Within 10 days of the last meeting, the Review Committee will report back to the full board on the outcomes and will document the meeting in a formal, written report back to the member.
4. After such a meeting and receipt of documentation, any further misuse will result in formal suspension/expulsion via formal written notification to the member.

No yearly dues shall be refunded to any member if suspended or expelled.

The pool and facilities shall be under the direction and control of a paid manager, or contracted company, who shall have the power to enforce the rules for the use of the pool and property, and report repeated inappropriate actions to the Board who in turn may vote to suspend members from the pool and properties for a period for infractions of these rules.

Section 5: The Board shall fix the terms and conditions upon which guests of members may use the facilities of the Corporation.

Section 6: 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 7: 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 building or upon its grounds. Articles left in the lost and found area will be handled as determined by the Board on a regular basis throughout the standard pool season.

Section 8: 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. Upon the Board's discretion, the Corporation will maintain liability insurance for the Board members, the Corporation and properties.

Section 9: No beverages subject to tax under Chapter 51 of the United States Internal Revenue Code (distilled spirits, wines and beers) will be served or permitted to be consumed on any premises under the control of the Corporation. Exceptions can be made under approval of the Board, if certified proof of liability insurance to cover such single event is provided by the hosting pool member of such an event on the Corporation property.

Section 10: The pool, clubhouse, land and facilities are solely owned, operated and maintained by the Corporation.

Section 11: Roberts Rules of Order, in accordance with the last published edition, shall control the proceedings in any meetings held by the Board or membership of this Corporation, unless in conflict with by-laws adopted by the Board, and in the latter case, the by-laws shall control.

ARTICLE V: MEETINGS

Section 1: The annual meeting of the members of the Corporation shall be held at the end of the pool season of each year at a time and place to be designated by the Board. Notification will be made at least a minimum of 21 days prior to the scheduled date of the meeting to allow members time to schedule their attendance. Notification methods will be determined by the Board and may include by phone, US Mail and/or email.

Section 2: Special meetings of the members of the Corporation shall be called by a simple majority vote of the Board. Also, upon request of 10% of member families in good standing, 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 the members of the Corporation may also be held at the call of the President on five days notice. 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 members, the President may declare a quorum is present at all annual or special meetings of the membership. Proxy voting shall be permitted only with written and signed declaration of such to the Secretary of the Board and must be submitted to the Secretary prior to the start of the actual meeting or voting period. Such declarations can be assigned to any member in good standing who is attending said meeting.

Section 4: Upon termination of membership, for any cause, all indebtedness owing to the Corporation by the membership shall be a lien upon and charged against any originally agreed upon amount for those memberships originating from 1994 to 2000.

Article VI: COMMITTEES OF THE BOARD

Upon the determination of the President and with majority vote of the Board, committees will be appointed. The committee structure is intended to broaden the involvement and engagement of paid members in good standing. These committees will make recommendations to the board and general membership for formal action. The committee structure can include, but not be limited to the following set committees:

- (a) Governance and Board Nominations committee – develop and maintain appropriate by-laws and accountabilities between members of the board, officers and general membership of the pool; suggest and recruit nominations for board positions and committee members; formally submit the verified nominations and ballots to the full membership no less than 21 days prior to the annual meeting; and maintain minutes of each meeting and provide to Secretary. Chaired by the vice president of the elected pool board.
- (b) Membership Relation and Communications committee – develop and maintain the current membership list, pool membership passes, waiting list of interested families and handle all communications with current and potential members of the pool; develop and maintain an Abington Swim Club website; post meeting minutes and other information as requested by the Secretary; and maintain minutes of each meeting and provide to interested general members. Chaired by a member of the elected pool board.
- (c) Finance committee – oversee the long term and short term financial issues of the pool and its membership as well as handle all insurance needs for the operation of the pool – board liability, general liability insurances; provide monthly financial summaries to the board members and annually to all members; answer financial questions from members as they are asked; and maintain minutes of each meeting and provide to interested general members. Chaired by the treasurer of the board and staffed by an outside accounting firm.
- (d) Facilities and Building committee – oversee the physical structures on the pool’s property – landscaping, parking lot, pool house, pump house, outside grills, playground and other equipment; maintain minutes of each meeting and provide to interested general members. Chaired by a member of the elected pool board.
- (e) Swim Team committee – oversee the Abington Swim Club Alligators Swim team and their equipment needs; maintain minutes of each meeting and provide to interested general members. Chaired by a member of the elected pool board with involvement of the official swim team coach(es) and at least two parent representatives.
- (f) Pool Operations committee – oversee the general day-to-day operations of the pool, lifeguards, pool manager/pool management company and concession stand; maintain

minutes of each meeting and provide to interested general members. Chaired by a member of the elected pool board.

(g) Social Events committee – develop and implement the decided upon social activities at the pool -- for example -- kid's night(s), teen night(s), Memorial Day party, 4th of July party, Labor Day party, general membership adult night(s) as the committee decides; maintain minutes of each meeting and provide to interested general members. Chaired by a member of the elected pool board.

Article VII: 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 he/she is made a party by reason of his/her being or having been a director or officer of the Corporation, except as to matters in which he/she shall be adjudged to be liable for gross negligence or willful misconduct. In the latter matters, such officer or director will be 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 his/her duties. The right to indemnification herein shall inure to each director and officer referred to in these by-laws, 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 by-laws shall be construed and determined by a simple majority of the Board.

Section 3: These by-laws may be amended by a simple majority vote of the membership at any duly constituted meeting. All members shall be notified annually of said amendments and proposed changes at least 21 days prior to the scheduled meeting. Special amendments to these by-laws may also be voted upon via a role call vote conducted by the duly elected officers. A role call vote will be by numbered ballot which may be delivered via email, US Mail, or hand delivered. Payment of annual dues by the member confirms consent, support and acceptance of its authority of these by-laws and pool rules.

Section 4: No part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation.

Section 5: Annual payment schedule shall be determined by the Board and payment must be made to the Corporation no later than May 1 prior to the standard pool season start in May. Renewal membership notification will be sent to all members of the previous year by November 30. Any unpaid memberships after May 1, will be considered lapsed and all rights will be forfeit. Requests for reinstatement will be accepted if open memberships are available. A reinstatement fee of \$50 will be assessed.

Section 6: In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations with similar purposes on a simple majority vote of the general membership.