

AMENDED BYLAWS OF WESTRIDGE SWIM CLUB, INC.

ARTICLE 1 OFFICES

- Section 1. Principal Office.** The principal office of the corporation shall be located in Rocky Mount, North Carolina at the address designated in the most recent annual report filed with the North Carolina Secretary of State. The corporation shall maintain at its principal office a copy of the corporate records set forth in Article X, Section 3.
- Section 2. Registered Office.** The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. The corporation shall maintain a registered agent whose office is identical with the registered office. The corporation may change registered office or registered agent from time to time in the manner required by law.
- Section 3. Other Offices.** The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II. PURPOSE OF ORGANIZATION

The purpose of this organization is as defined in the Articles of Incorporation duly filed with the Secretary of State of North Carolina on January 20, 1967.

ARTICLE III BOARD of DIRECTORS

- Section 1: General Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under, the direction of the Board of Directors.
- Section 2. Number, Term of Office and Qualification** The affairs of the corporation shall be managed by a Board of Directors consisting of nine (9) members, who shall serve for two (2) years, or until their successors are elected and qualified. The directors shall be elected at the annual meeting. The Nominating Committee shall present a slate of nominees for election as directors. Nominations may also be made by directors from the floor. Those persons who receive a plurality of the votes cast shall be deemed to have been elected. If any director then holding office so demands, the election of directors shall be by secret ballot. At the end of each member's term, he or she may be re-elected to so serve an additional (2) two -year

term. For purposes herein, one term shall be from the annual meeting of election to the following annual meeting, and so on.

Section 3. Nominating Committee. The President shall appoint a nominating committee from the membership, consisting of three (3) members, prior to the annual meeting, to present a slate of Directors at the annual meeting. The committee members shall be appointed by the president on an annual basis to serve until the next annual meeting of the board. A vacancy on this committee may be filled by the president at any time. Members of the Nominating Committee may be appointed to successive terms. The committee shall be responsible for identifying and recruiting prospective directors of the corporation and shall present a slate of nominees for election as directors at the annual meeting. The committee shall also present a slate of nominees for appointment as principal officers of the corporation and may make recommendations for chairpersons of the operating committees.

Section 4. Voting. Each Director shall be entitled to one (1) vote on all matters before the Board.

Section 5. Removal of Directors. The Board of Directors or any individual director may be removed from office with or without cause by a vote of a majority of the Board at a meeting notice of which states that the purpose or one or more purposes is the removal of the director or directors. If any or all directors are so removed, new directors may be elected at the meeting.

Section 6. Resignation of Directors. A director may resign by delivering written notice to the Board of Directors, president, or secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 7. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the Board of Directors may fill the vacancy provided that if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy only by the affirmative vote of a majority of all of the directors remaining in office or by the sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors, until the end of the unexpired term that such director is filling, until such director's death, resignation, removal or disqualification, or until such director's successor is elected and qualifies.

- Section 8: Ex-Officio Members.** The Board by majority vote at its annual meeting may appoint ex-officio members who serve to advise the Board upon manners which the Board deems appropriate. Each ex-officio member shall serve for a one-year term and may be reappointed for an additional one-year term at the annual meeting. There shall be no more than three ex-officio members of the Board of Directors at any given time, one of which shall be the immediate past President. . No ex-officio member of the Board of Directors shall have a vote on issues coming before the Board of Directors.
- Section 9. Chairman of the Board.** There may be a Chairman of the Board of Directors elected by the Directors from their number at any meeting of the Board. The Chairman, if one is elected, shall preside at all meeting of the Board of Directors and perform such other duties as may be directed by the Board.
- Section 10. Compensation.** All directors and ex-officio members appointed to the Board of Directors, shall be compensated for performing these services by waiving the amount of the annual dues; however, no further compensation shall be provided. Notwithstanding the foregoing, should a director or ex-officio member of the Board of Directors be removed for cause or should a director or ex-officio member of the Board of Directors resign before his or her term has expired, then the membership dues shall be prorated over the anticipated months of active service (April through September for a period of six (6) months), and said member shall pay the amount of dues for the months following his removal or resignation. (For example, if the dues are \$465.00, in effect, that equates to \$77.50 per month for the six-month period. If the resignation or remove occurs in June, then the member would owe for July through September, three months, or the amount of \$232.50).
- Section 11. Committees.** The Board of Directors may, by vote of a majority of the entire Board, create other Committees, provide for the membership thereof, and define the committees' powers and duties.
- Section 12.: Use of Facilities.** The Board of Directors shall adopt such rules and regulations governing the use and operation of the facilities of the corporation as they may deem advisable with the help of various committee chairs responsible for the various functions, and such rules and regulations shall be posted on the premises of the corporation for the benefit of the members.
- Section 13: Assessments.** The Board of Directors shall make no assessment for capital improvements unless the same is approved by two-thirds (2/3) of the members at a properly noticed annual or special meeting of the Membership in accordance with the terms required for such meetings herein.

**ARTICLE IV
MEETINGS of DIRECTORS**

- Section 1. Annual Meeting.** the annual meeting of the Board of Directors shall be held at a place designated by the President in Rocky Mount, North Carolina, each year immediately following the annual meeting of the members in September.
- Section 2. Regular Meetings.** A regular meeting of the Board of Directors shall be held during the months of April, May, June, July, August, and September of each year at a time and place designated by the President. Notice of said meeting shall be given to each voting Director in person or through the mail to his/her last known address at least two (2) days before said meeting or such notice can be delivered via, email, text, or other form of electronic communication to the address/cell phone number on file, so long as the notice is provided in writing within the time prescribed herein.
- Section 3. Special Meetings.** Special meetings of the Board of Directors may be called by the President when in his judgment, the same may be necessary for the transaction of business for the corporation.
- Section 4. Quorum.** A majority of the Directors shall constitute a quorum and provided such quorum is present, a simple majority of the voting Directors present will decide any questions before the Board which it has authority to pass on; provided, however, that for the approval of new members or expulsion or suspension of current members, at least five (5) of the nine (9) directors elected to the Board must agree.
- Section 5. Notice of Meetings.** Regular meetings and special meetings of the Board of Directors shall be held only after at least twenty-four (24) hours written notice of the meeting has been provided to each director. Such notice need not specify the purpose for which the meeting is called. Any duly convened regular or special meeting may be adjourned by the directors to a later time without further notice. Written notice is correctly provided if addressed to a director at the director's address shown in the corporation's current list of directors and delivered as prescribed in Section 2 immediately hereinabove.
- Section 6. Waiver of Notice.** Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice of such meeting unless the director at the beginning of

the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 7. Manner of Acting. Except as may be otherwise provided in the articles of incorporation or these bylaws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Presumption of Assent. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or to transacting business at a meeting, or (b) his dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) he files written notice of his dissent or abstention with the presiding officer of the meeting before its adjournment or with the corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 9. Action without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records.

Section 10. Director Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. For purposes of this section, a director has an indirect interest in a transaction if: (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the vote of the Board of Directors or a committee of the board if: (a) the material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board; and (b) the directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation. For the purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or on the committee,

who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as hereinabove provided.

ARTICLE V OFFICERS

- Section 1. Officers of the Corporation.** The officers of the corporation shall consist of a President, a Recording Secretary, a Membership Secretary, a Treasurer and such Vice-Presidents, Assistant Secretaries, and Assistant Treasures or other officers as may from time to time be appointed by or under the authority of the Board of Directors. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.
- Section 2. Appointment and Term.** Each officer shall be elected at the annual meeting of the Board. Each officer shall be elected to hold office for a one-year term, or until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies. A vacancy occurring in a position of an officer of the corporation may be filled at any time by the Board of Directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling. At the conclusion of an officer's term in an office, he or she may be re-elected by the Board of Directors to continue to serve in said office for an additional one-year term. If the officer is not re-elected to so serve, the Board of Directors must elect a new person to serve in the vacant office as set forth hereinabove.
- Section 3. Removal.** Any officer may be removed by the Board at any time with or without cause. An officer's removal does not affect the corporation's contract rights, if any, with the officer.
- Section 4. Resignation.** An officer may resign at any time by communication of his resignation to the corporation, orally or in writing, which writing shall include email, text, or other form of electronic communication to the address/cell phone number on file, so long as the notice is provided in writing within the time prescribed herein. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the corporation, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office

until the effective date. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

Section 5: President. The President shall preside at all meetings of the members and Directors and shall have general supervision of the affairs of the corporation and shall make reports to the members and Directors and perform all other duties as are usually performed by Presidents of such corporations as required by the Board of Directors. The person shall further sign, with the Secretary, an Assistant Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall have also the authority to appoint committees to work with as the President may deem advisable to supervise the property of the corporation and its management.

Section 6. Vice-Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-Presidents in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be prescribed by the President or Board of Directors

Section 7. Recording Secretary. The Recording Secretary shall: (a) keep the minutes of the meetings of the Board of Directors, and of all committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) maintain and authenticate the records of the corporation and be custodian of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) attest the signature or certify the incumbency or signature of any officer of the corporation; and (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 8. Membership Secretary. The Membership Secretary shall receive applications for membership, present them to the Board of Directors for approval, and issue invitations to the prospective members. The Membership Secretary shall also: (a) maintain the membership file and notify members of delinquency of their dues or other accounts with the corporation; (b) provide all officers with a current membership roster which shall include the name, address, home and/or cellular phone number, and email address of each member (an update of the list with new members information or changes to existing membership information is acceptable); (c) provide mailing labels to the Recording Secretary; (d) notify the Treasurer of any changes in membership due to acceptances or resignations; and (e) notify each member at such time as the membership quota has been reached in a given year. For purposes of this Section “member” shall be as defined in Article VIII, Section 6 herein below.

Section 9: Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Section 4 of Article VI of these bylaws; (b) maintain appropriate accounting records as required by law; (c) prepare, or cause to be prepared, annual financial statements of the corporation that include a balance sheet as of the end of the fiscal year and an income and cash flow statement for that year; and (d) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be prescribed by the President or by the Board of Directors . The Treasurer shall be bonded in a manner satisfactory to the Board of Directors at the expense of the corporation.

Section 10. Compensation. All officers shall be compensated for performing these services by waiving the amount of the annual dues; however, no further compensation shall be provided. Notwithstanding the foregoing, should an officer be removed for cause or should an officer resign before his or her term has expired, then the membership cost shall be prorated over the anticipated months of active service (April through September for a period of six (6) months), and said officer shall pay the amount of dues for the months following his removal or resignation. (For example, if the dues are \$465.00, in effect, that equates to \$77.50 per month for the six-month period. If the resignation or remove occurs in June, then the member would owe for July through September, three months, or the amount of \$232.50).

**ARTICLE VI
CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

- Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 2. Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.
- Section 3. Checks and Drafts.** All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the Board of Directors.
- Section 4. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as may be selected by or under the authority of the Board of Directors.

**ARTICLE VII
INDEMNIFICATION**

Any person who at any time serves or has served on the corporation's Board of Directors as a director of the Board or an ex-officio member thereof, who, while serving as a director or ex-officio member of the corporation, serves or has served, at the request of the corporation, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitral action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he may have become liable in any such action, suit, or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by law, including, without limitation, making a determination that indemnification is permissible in the

circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation.

Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this bylaw.

ARTICLE VIII MEMBERSHIP

Section 1. Class. There shall be one (1) class of membership only, and the cost of a membership shall be set by the Board of Directors annually at its annual meeting. No membership shall be recorded or transferred to any person unless said person be approved by five (5) of the nine (9) directors and that person pays his or her dues as hereinafter provided.

Section 2. Assessment. Assessments, in addition to annual dues, may be levied by the Board of Directors to meet a deficit in the operating expenses of the corporation; however, such must be approved by the Board as required in Article VIII, Section 2 hereinabove. Any dues, assessments, or obligations of the individual member to the corporation shall be a lien on said membership. Such lien must be paid prior to transfer of membership. Any membership shall be subject to call by the Board of Directors, in its discretion at the initial price of membership less the amount owed on said membership at any time after a lien has been outstanding.

Section 3. Transferability. Memberships shall be transferable only on the books of the corporation, and no person shall be considered the owner of a membership until the same has been transferred on said books. A membership is subject to call by the Board of Directors if the Member has failed to pay the annual dues as prescribed in Section 5 immediately heretobelow.

Section 4. Resignation of Membership. If for any reason a member desires to resign his or her membership, the membership must be turned in to the Board of Directors for resale. Such memberships shall be resold to the first name appearing on a waiting list of approved applications after the maximum membership approved by the Board has been reached. In the event that there is no waiting list, the membership will be resold to the first applicant approved after the member discontinues his membership.

Section 5. Membership Privileges. Each owner of a membership and his family as hereinafter defined, upon paying the annual dues as hereinafter provided, shall be entitled to use all of the facilities of the corporation subject to the rules and regulations covering the operation of the facilities adopted by the Board of Directors. Upon failure to observe these rules and regulations, the Board of Directors may suspend or revoke the privileges to use the facilities of the corporation. Dues not paid by April 9 shall incur a penalty of \$50.00. If dues are not paid by April 19, membership shall be canceled, and the Member's Membership will be transferred on the corporate books. A member's failure to pay any assessment approved by the Board pursuant to Section 2 of this Article shall be grounds for the Board of Directors to suspend the membership of the delinquent member and during the period of suspension his family and guests shall forfeit all privileges. If the assessment is not paid within six (6) months of its due date, then the Member's Membership is cancelled, and the Membership shall be transferred on the corporate books. Dues are not refundable. Reinstatement after cancellation of a Membership shall require the same procedure as for a new member.

Section 6. Member Defined.

- (a) The named "Member" is that member in whose name the membership appears; however, for all privileges afforded herein, the term "Member" shall include the following:
 - i. The Member's spouse living in the same household but for as further qualified in Section 7 of this Article immediately hereinbelow;
 - ii. The Member's biological or adopted child whether or not the child resides with the Member, provided, however, a child must be: (a) under the age of twenty-one (21); (b) a child who is regularly attending school up to the age of 28; or (c) a child who is an active duty servicemember of the United States Armed Forces for purposes of this provision up to the age of 28;
 - iii. A child over whom the Member has legal custody pursuant to a Court Order or legal guardianship filed with a Court of competent jurisdiction, whether the child resides with him or her, provided, however, a child must be: (a) under the age of twenty-one (21); (b) a child who is regularly attending school up to the age of 28; or (c) a child who is an active duty servicemember of the United States Armed Forces for purposes of this provision up to the age of 28;

- iv. Any parent of the Member if the Member's household serves as that parent's primary residence; and
 - v. A Member's child who may be over the age of twenty-one (21) but has a legal disability rendering the child dependent on the Member or Member's spouse whether or not the child resides with the Member;
- (b) Notwithstanding the terms and conditions of subparagraph (a) immediately hereinabove, one unmarried child of a Member who is over the age of 21, but not over the age of 24 will qualify as a Member herein whether or not that child resides with the Member and whether or not the child is attending school or is active duty military.(?)
- (c) Further notwithstanding the foregoing, should the Member die, the Member spouse who resides in the same household as the Member shall retain the Membership. Should the Member die without a spouse but another person qualifies as a Member pursuant to subparagraphs (a) ii, iii, iv or v or subparagraph (b) hereinabove, the Membership shall transfer to that Member. If the Member is a parent qualifying as a Member under subparagraph (a)(iv) or an adult child of the deceased member qualifying as a member pursuant to subparagraph (b) herein the Membership shall be transferred to such person who will become the Member for purposes of this Section. If the person qualifies as a Member herein under subparagraph (a) ii, iii, or v herein, despite the legal guardianship of that child, the Membership shall be transferred to the child's legal guardian or parent or so long as the adult child or minor/disabled guardian complies with all other terms of Membership herein.
- (d) The Board of Directors retains discretion to extend a Membership in circumstances not addressed herein upon a majority vote of the Board.
- (e) Notwithstanding the number of persons allowed to enjoy a Member's membership herein, each Membership is afforded one vote only.

Section 7. Separation or Divorce. Should Member spouses separate from one another in marriage (cease living together in the same residence with the intent to separate from their marriage), each spouse shall continue to be entitled to use the facilities of the corporation under the Membership for the pool season (Memorial Day through Labor Day) of that first year of separation. Each spouse shall notify the Board in writing of their separation together his or her new residence address(es). At the conclusion of that pool season, the Member spouses shall notify the Board in writing of the identity of the spouse that shall retain the Membership. If

memberships are available, the other spouse shall be entitled to purchase a membership without having to pay an initiation fee but will have to pay separate annual dues for the next pool season. If there is a waiting list, he or she shall be moved on the waiting list above all applicants, other than those former Members on the waiting list who preceded him or her for other reasons specified in these bylaws affording them preferential treatment.

Section 8. Adult Children. An adult child of an active member who wishes to purchase a Membership may purchase the next available membership and is not required to go to the bottom of the waiting list; however, he or she will be behind any other person similarly situated or member identified in Section 7 immediately hereinabove who precedes him or her on the waiting list.

Section 9: Overnight Guests. Guests of a Member who reside outside of Nash or Edgecombe County, North Carolina, are entitled to the privileges of the corporation's facilities, but this privilege shall not be abused, and the Board of Directors shall adopt rules as it deems necessary to further define or restrict this privilege as it deems appropriate.

Section 10: Child Caretakers. Child caretakers of member children are entitled to the privileges of the corporation's facilities so long as they are in the act of caring for the member child(ren) while enjoying the facilities. This privilege shall not be abused, and the Board of Directors shall adopt rules as it deems necessary to further define or restrict this privilege as it deems appropriate.

Section 11. Number of Memberships. There shall be no more than two hundred sixty (260) memberships of the corporation without approval of a quorum of the corporation membership by majority vote at the annual membership meeting or at a special membership meeting.

Section 12. Annual Dues. The annual dues shall be fixed by the Board of Directors at its annual meeting or thereafter at a special meeting called by the Board of Directors and shall be assessed on the basis of membership. See Section 5 for nonpayment or late payment of dues. Dues shall be set by the Board of Directors annually at an amount not to exceed the estimated cost of operations for the coming year, including a reasonable amount to be set aside for contingencies. It is understood that this is a nonprofit corporation, and dues shall not exceed anticipated costs for maintaining and operating the facilities and the duties of the corporation in connection therewith.

**ARTICLE IX
MEMBERSHIP MEETINGS**

- Section 1:** **Annual Meeting.** The annual meeting of the membership shall be held in September of each year in the city of Rocky Mount, North Carolina, at a place and time designated by the President.
- Section 2:** **Special Meetings.** Special meetings of the membership may be called by the Board of Directors or by vote of twenty percent (20%) of the membership, requesting the Board to call said special meeting.
- Section 3:** **Notice of Meetings.** Notice of the annual membership meeting, or any special meeting, shall be given by the Recording Secretary in writing at least seven (7) days prior to the meeting to the last known physical and/or email address of each member of record, or in person to the member. Such notice can be delivered via, email, text, or other form of electronic communication to the address/cell phone number on file, so long as the notice is provided in writing within the time prescribed herein.
- Section 4:** **Quorum.** For business to be transacted by the membership, ten percent (10%) of the membership shall be represented in person, or by valid written proxy, and such ten percent (10%) shall constitute a quorum. Once a quorum is established, a two-thirds (2/3) majority shall decide any questions which is properly brought before the meeting, except assessments for capital improvements which shall follow the requirements as set forth in Article VIII, Section 2 hereinabove.
- Section 5:** **Voting.** At all meetings of the membership, each membership shall be entitled to one (1) vote to be exercised by any adult member of the family eighteen (18) years or older. If proxy is given, it shall be in writing by the member in whose name the Membership appears.

**ARTICLE X
GENERAL PROVISIONS**

- Section 1.** **Prohibition Against Private Inurement.** This corporation is organized as a nonprofit corporation within the meaning of Section 501(c)(4) of the Internal Revenue Code, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make

payments and distributions in furtherance of the purposes set forth in the articles of incorporation.

Section 2. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed as provided in accordance with the regulations of the Internal Revenue Code as it pertains to nonprofit corporations organized pursuant to Section 501(c)(4) of the Internal Revenue. Such distribution shall be made in accordance with all applicable provisions of the Internal Revenue Code and the laws of this state.

Section 3. Corporation Minutes and Records. The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by the any committees of the Board of Directors. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep a copy of the following records in its office: (a) articles of incorporation; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and (d) its most recent annual report delivered to the Secretary of State, if such is required by North Carolina General Statutes. The minutes and records described above shall be made available for inspection by current directors of the corporation during normal business hours. In addition, to the extent required by applicable law, the corporation shall make available for inspection during regular business hours, by any individual, copies of: (i) any application filed with and any letter or other document issues by the Internal Revenue Service with respect to the tax-exempt status of the corporation; (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the corporation is required to file such returns), provided that the names and addresses of contributors to the corporation may be kept confidential.

Section 4. 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 **SEAL**.

Section 5. Fiscal Year. The fiscal year of the corporation shall be a calendar year or as otherwise fixed by the Board of Directors.

Section 6. Amendments. Except as otherwise provided in the articles of incorporation or bylaws, these bylaws may be amended or repealed, and new bylaws may be adopted by the Board of Directors.

Section 7. Definitions. Unless the context otherwise requires, terms used in these bylaws shall have the meaning assigned to them in the North Carolina Nonprofit Corporation Act to the extent defined therein.

Approved: _____

To Be Effective:_____

Signed:_____ , President

Signed:_____ , Secretary