

BY-LAWS

of

BRYNWOOD SWIM CLUB, INC.

Article I - Name

The principal office of the corporation shall be in Richmond County, Georgia.

Article III - Purpose

The purpose of the corporation shall be to promote and to provide facilities for recreational and social activities and development of its members.

Article IV - Membership

There shall be three types of memberships designated as: 1) Family Membership extends membership privileges to all relatives living in the home. Relatives visiting from out of town are also extended membership privileges. 2) Associate Membership extends membership privileges to paid up members in good standing of Brynwood Swim Club, Inc. for at least fifteen consecutive years and who have no minor children or grandchildren residing with them. Member will resign from "active" member status. Associate members will have all the rights and privileges of regular membership. 3) Inactive Membership maintains membership for a family who moves out of state but who anticipates returning to Augusta.

1. Single individuals may qualify for family memberships.
2. Each family and associate membership shall have one vote.
3. Applications for membership shall be presented to the Board of Directors of the corporation, here in after sometimes referred to as the "Board", in writhing on a form proscribed by the Board. Applications shall be considered in the order in which received. Membership is subject to approval by a two-thirds vote of the Board and the payment of the prevailing initiation fee.

4. The Board shall have the right to set policy for admission of guests.

5. An original or once transferred membership acquired prior to May 1, 1978 may be transferred by a member, subject to the Board and payment of the prevailing transfer fee.

6. A member may be suspended for violation of the corporation's rules by a vote of a majority of the Board and shall automatically be suspended for failure to pay dues or assessments. Such suspensions may be lifted by a two-thirds affirmative vote of the Board and upon payment of all delinquent dues and assessments. A member may be expelled by a two-thirds affirmative vote of the members of the Board. No vote or expulsion may be taken unless at least fifteen days notice in writing shall have been given to the member against whom said charges are preferred advising of the time and place said accusations will be considered. At such meeting the member under charges will be accorded a full hearing, including the right to confront all considering members and the right to have witnesses appear in his own behalf. If a member is expelled, the prorated portion of the current years dues must be refunded by the corporation.

#### Article V - Meetings of the Members

1. The annual meeting of members shall be held on the 3rd Thursday in April in each year, or if that day be a legal holiday, on the next succeeding day not a legal holiday.

2. Special meeting of the members shall be called at any time by the Chairman of the Board or by the Secretary on written request of a majority of the Board or by a majority of the Board during a meeting of said corporation. In the event of a refusal by the Chairman of the Board or Secretary to call a meeting of members within ten days after such request, a special meeting of the members may be called by an agent designated by a majority of the members of the corporation.

3. All meetings of the members shall be held in Richmond County, Georgia or at such place or places as may from time to time be fixed in the respective notices thereof.

4. Each family and associate membership entitled to vote shall at every meeting of the members, be entitled to one vote in person or signed proxy, but no proxy shall be voted after three months from its date. Challenged proxies shall be decided by the chairman, or the parliamentarian, whose decision shall be final.

5. Notice of all meetings shall be mailed by the Secretary to each member of record entitled to vote, at his or her last known post office address, for annual meetings ten days and for special meetings four days prior there to.

6. Ten percent (10%) of the members entitled to vote shall constitute a quorum, but a smaller number of members may adjourn from time to time without further notice until quorum is secured.

7. With respect to obtaining the approval of the majority of members concerning a number of matters referred to in these by-laws, such majority approval may, at the option of the Board, be obtained by mail. In such event, provisions may be made by mail circular for members to indicate approval or disapproval by return mail.

#### Article VI - Directors

1. The management of all affairs of the corporation shall be vested in a Board of Directors consisting of nine (9) persons.

2. The Directors shall hold office for three years or until their successors are elected and qualified, unless sooner removed pursuant to these by-laws. They shall be elected by the members, except that if there be a vacancy in the Board by reason of death, resignation or otherwise, such vacancy shall be filled by an appointment made by majority vote of the remaining Directors, until the next annual meeting.

#### Article VII - Elections of Directors

1. Members of the Board will be elected in the following manner: At each annual meeting of the membership three Directors shall be elected to serve a term of three years to succeed those three whose terms expire, and shall hold office until their successors are elected and qualify.

2. At each annual meeting Directors shall be elected to serve the unexpired term of Directors who have died, resigned, or been removed.

3. Directors may serve not more than two consecutive terms and may not be re-elected, or appointed sooner than one year after serving. Serving an unexpired term of less than 18 months shall not apply towards this maximum service.

#### Article VIII - Duties of the Board

\* Max 9  
Min 6

1. The Board shall be responsible for full administrative control of the organization, including and not limited to the coordination of social and recreational activities, the hiring and supervision of employees of the corporation, the enforcement of rules governing the operating and use of the physical facilities, memberships, dues, assessments, improvements of the corporation's physical assets.

#### Article IX - Powers of Directors

1. The Board shall have, in addition to such power as are hereinafter expressly conferred on it, all such powers as may be exercised by the corporation subject to the provisions of the Statutes, the Charter and these By-Laws.

2. The Board shall have power:

(a) To purchase, lease or otherwise acquire property, right or privileges for the corporation which the corporation has power to take, at such prices and on such terms as the Board may deem proper: and to sell, lease, option, transfer, or otherwise dispose of same except that the purchase or sale be approved by a majority of the members.

(b) To pay for such property, rights or privileges, in whole in part, with money, notes bonds, debentures, security deeds or other securities of the corporation or by the delivery of other property of the corporation.

(c) To create, make and issue notes, security deeds, mortgages, bonds, deeds of trust agreements, and other certificates of indebtedness, negotiable or transferable, non-negotiable or nontransferable, secured by security deeds, mortgages or deeds of trust or otherwise, and to do every act or thing necessary to effectuate the same.

(d) To appoint agents, clerks, assistants, factors, employees and Directors, and to dismiss them at its discretion, to fix their duties and emolument and to change them from time to time and to require security as it may deem proper.

(e) To confer on any officer of the corporation, upon a majority vote of the Board, the power of selecting, discharging or suspending such employees.

(f) To determine by whom and in what manner the corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts or other documents shall be signed, subject to the limitations prescribed in Paragraph 2 (a) of this

Article.

(g) To admit, suspend, and expel member in accordance with Article IV - Membership.

(h) To establish the amount of fees, dues, and assessments.

(i) To submit to the membership at the annual meeting a report on the operations for the year just ended and a program and budget estimate for the current fiscal year.

(j) To establish appropriate rules for the operation of the corporation's facilities and for the conduct of activities held on the corporation's premises or under the corporation's auspices.

#### Article X - Meetings of Directors

1. Regular meetings of the Directors shall be held each month at such time and place as may be fixed by resolutions of the Board.

2. Special meetings of the Directors may be called by the Chairman on two days notice in writing or on one day notice by telephone to each Director and shall be called by the Chairman in like manner on the written request of two Directors.

3. Special meetings of the Directors may be held at such places as are indicated in the notice thereof.

4. The majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, with further notice, until a quorum is secured.

5. If a Director misses three consecutive meetings, he may be dismissed from his office at the discretion of the remaining Directors.

#### Article XI - Committees

1. The Board may, by resolution or resolutions passed by a majority of the whole Board, designate appropriate standing committees.

2. Such committees shall meet at stated times or on notice to all by any of their own number. They shall fix their own rules of procedure. A majority shall constitute a quorum, but the

affirmative vote of a majority of the whole committee shall be necessary.

3. Such committees shall keep regular minutes of their proceedings and report the same to the Board and a copy thereof filed with the Secretary of the corporation.

#### Article XII

##### Compensation of Directors and Members of Committees

1. Director, officers and members of standing committees shall serve without compensation for their services.

#### Article XIII - Officers of the Corporation

1. The Officers of the corporation shall be a President, who shall be the Chairman of the Board of Directors, a President-Elect, a Secretary and a Treasurer. All Officers shall be chosen from among the Directors by the Directors at the regular annual meeting of the Board.

2. The Officers of the corporation shall hold office for one year and until their successors are chosen and qualify in their stead. Any officer chosen or appointed by the Board may be removed either with or without cause at any time by the affirmative vote of a majority of the whole Board. If the office of any Officer or Officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board.

3. The President may appoint a parliamentarian to serve at the discretion of the President.

#### Article XIV - Duties of the President

1. The President shall be the Chief Executive Officer of the corporation. It shall be his duty to preside at all meetings of the members and Board.

2. The President shall submit a report of the operations of the corporation for the year to the Directors at their meeting next preceding at the annual meeting of the members and to the members at their annual meeting.

#### Article XV - Duties of the President-Elect

1. The President-Elect shall be vested with all the powers and shall be required to perform all the duties of the President

in his absence or disability and shall perform such other duties as may be prescribed by the Board.

#### Article XVI - Duties of the Secretary

1. The Secretary shall conduct all official correspondence of the corporation. He shall notify the members of the Board of all meetings and shall notify all members of special and annual meetings as required in Article V. He shall keep minutes of all meetings of the Board and of the corporation and have the custody of the books and papers of the corporation except the Treasurer's books of account.

#### Article XVII - Duties of the Treasurer

1. The Treasurer shall have charge of all funds of the corporation and place the same in bank or banks as may be approved by the Board. Such money shall only be withdrawn by check signed by the Treasurer and two of the officers of the corporation. The Treasurer shall keep an accurate account of all his transactions and render a detailed report with vouchers at any meeting of the Board when requested and shall collect all fees and dues, and present an annual report to the corporation at its annual meetings.

#### Article XVIII - Roberts Rules of Order

Roberts Rules of Order as interpreted by the President or the Parliamentarian, shall govern all meetings of the corporation, including but not limited to all meetings of the members, Board and Committees except where said Rules will conflict with the By-Laws of the corporation.

#### Article XIX

1. Any proposed amendment to these By-Laws may be introduced by the Board or, by any member of the corporation at any annual meeting, or a special meeting called for such purpose, a quorum being present; provided such member proposed amendment has been presented in writing to the Secretary ten days prior to the annual meeting; by By-Laws may be amended by a one-third affirmative vote of the membership of the corporation.

(Rev. 8/2002)