

ARTICLE I – Purpose

This Association is formed to promote the health and general welfare of its Members; in pursuance thereof to construct, own, and operate a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, as a non-profit Corporation incorporated in the County of Madison and State of Alabama.

ARTICLE II – Definitions

The Association: Camelot Recreation Association, its elected Board of Directors, Officers, representatives, and Members.

Equity Membership: A household that has established its eligibility, been approved by the Board of Directors, and purchased a Certificate of Membership from another Equity Membership (via sale or transfer) or from the Association.

Team Only Membership: An individual who participates in swim and/or dive team activities only.

Members: Individual Members of a household with Equity Membership and individuals with Team Only Membership.

Good Standing: Members who have complied with all their explicit obligations while also not being subject to any form of sanction, suspension, expulsion, or disciplinary censure.

Family: Two adults and dependent children or relatives (as claimed on tax returns).

Household: A family residing at a single address/location.

Board of Directors (Board): Eleven-Member Board elected by the Membership to serve in two classes with terms of two years each.

Directors: Individuals who currently serve on the Board of Directors. Directors may be identified by their particular area of service (e.g. Facilities Director, Socials and Fundraising Director, etc.).

Officers: The Officers shall consist of the President, Vice-President, Secretary, and Treasurer, elected annually from the Board of Directors by the Board of Directors to serve one-year terms.

Code of Conduct: An agreement signed annually by each Equity Membership on behalf of all the Members in the household or by each Team Membership (and/or their parent/legal guardian) governing conduct in the facilities, interactions with the Board of Directors, Officers, and other Members, and with regard to participation in the Association.

ARTICLE III – Membership

Section 1: Membership eligibility within this Association is defined as those meeting the qualifications of either Equity Membership or Team Only Membership.

A. Membership in this Association is classified into one of two categories:

1. Equity Membership: Households meeting the definition of Equity Membership in Article II. Equity Memberships are entitled to the rights and privileges described in these bylaws, including the right to participate in Membership Meetings, serve on the Board of Directors, and use of the facilities, subject to any limitations described herein.

2. Team Only Membership: Individuals meeting the definition of Team Only Membership in Article II. Team Only Memberships do not entitle the individual(s) or any Member of their family to the use of the facilities outside of swim and/or dive team activities, participation in Membership Meetings, or service on the Board of Directors. Team Only Memberships are subject to the rules and regulations and limitations described herein, and are subject to approval by the Board of Directors on an annual basis.

B. Certification of Membership entitles holders of a Membership to the use of the swimming pool and other facilities. Upon termination, sale/transfer, suspension, or expulsion, these entitlements shall cease.

C. Application for Membership

1. Applicants for Equity Membership and Team Only Membership must be made in writing on a form provided by the Association. The Board exercises the right to request references prior to granting an Equity Membership to the Association.

2. Equity Membership application must be made in the name of an adult household Member. Team Only Membership application must be made in the name of the participant but will be completed and signed by either the parent and/or legal guardian of the participant.

3. The total number of Equity Memberships is limited to 300. Records of Memberships shall be maintained by the Membership Director, and Membership information shall be updated yearly by the Membership Director.

4. An applicant may only be granted Membership by the majority vote of the Board of Directors present at the Board Meeting at which applications are being reviewed for Membership approval.

D. Sale/Transfer of Membership

1. Equity Memberships may sell or transfer their Membership to another qualifying household in coordination with the Membership Director at the discretion of and with the prior approval of the Board of Directors. All Equity Membership sales or transfers will be subject to the obligations and requirements of Equity Membership which must be satisfied prior to the sale and/or transfer, including the payment of annual dues and any indebtedness to the Association.

2. Membership sales/transfers shall be subject to a processing fee to be determined by the Board of Directors by February 1 for the ensuing year.

3. Equity Memberships for sale can be advertised on the Association website for a fee to be determined by the Board of Directors by February 1 for the ensuing year.

E. Suspension/Expulsion of Members

1. Any Member, pursuant to written notice and hearing conducted by the Board of Directors, may be suspended for cause for a period up to but not exceeding three months.
2. Any Member, pursuant to written notice by the Board of Directors, may be expelled for cause at any stated meeting of the Board of Directors or special meeting called for that purpose.
3. Cause for expulsion shall be three documented violations of the by-laws, Rules and Regulations of the Association, or Code of Conduct. A vote by a $\frac{3}{4}$ majority of the Members of the Board of Directors is required to suspend or expel a Member.
4. The Pool Manager is empowered to suspend the pool privileges of a Member for violations of the Rules and Regulations or Code of Conduct for a period of up to 24 hours at their discretion and for a period of up to 7 days in consultation with any two Officers of the Board of Directors. The Pool Manager must consult with any two Officers of the Board prior to issuing repeat suspension(s) to any one Member within a single season. Any suspension shall be reported in writing, stating the details and cause, to the President within 24 hours thereafter.
5. No compensation or refund shall be provided in the case of suspension/expulsion.

Section 2: Members in good standing shall be accorded the privileges of the Association. Members of the Board may extend the privileges of the Association to any person(s) upon such terms as it shall fix.

- A. All Members in good standing shall be accorded equal privileges in the use of the facilities as described herein and shall be subject to the same Code of Conduct and Rules and Regulations which shall be conspicuously posted on the Association premises as well as the Association website.
- B. Provisions of the Code of Conduct and/or Rules and Regulations may be waived for specific occasions by a $\frac{3}{4}$ majority vote of the Board of Directors.
- C. All Equity Memberships are responsible, under the direction of the Facilities Director, for the work involved in preparing the pool and tennis courts for use each season and maintaining them during the season. An Equity Membership may complete this requirement by completing either one work day (4 hours total) or serving for a total of 4 hours at social event(s). Each Equity Membership who serves in either capacity will receive a \$50 reimbursement at the completion of service.
- D. Due to problems and liabilities associated with loitering in and around the pool parking lot, a strict loitering rule will be enforced by the Board of Directors. There are "No Loitering" signs posted in the parking area west of the pool facility. In the case of groups gathering in the pool parking lot after the actual facility is closed, any current Member of the Board of Directors may contact the Huntsville City Police Department to file a complaint. Said Board Member will meet the responding officer at the property in order to identify any current Members of the Association. All non-Members will be formally trespassed by the Huntsville Police Department, wherein, if they return within six (6) months, they will face arrest. The names of Members identified as loitering will be taken and an adult Member of the household notified. A repeated violation of the "No Loitering" rule will force the Board of Directors to consider appropriate actions to restrict these occurrences, up to and including, suspension/expulsion of the Member.

Section 3: Membership Fees, Annual Dues, and Assessments

- A. Membership Fees: The selling price of Equity Memberships owned by the Association shall be determined at least once annually by the Board of Directors by February 1 for the ensuing year. The Board of Directors may, at their discretion, adjust the selling price of Memberships at other times during the year.
- B. Annual Dues:
1. Annual dues for Equity Memberships shall be sufficient to provide for the expense of operation and maintenance of the facilities and property. The Board of Directors shall fix the amount of annual dues for Equity Memberships by February 1st for the ensuing year based on anticipated operation and maintenance expenses. Dues shall be payable each year by each Membership on or before April 1st for the ensuing year.
 2. Annual dues for Team Only Memberships are assessed per household and shall be determined by the Board of Directors by February 1st for the ensuing year. Additional team fees will be assessed on a per participant basis and shall be determined by the Swim and Dive Representatives and approved by the Board of Directors by February 1st for the ensuing year. Annual dues and other fees for Team Only Memberships must be paid in full prior to the date established by the Swim and Dive Representatives or participation in team activities, whichever occurs later.
 3. Dues must be postmarked or in the hands of the Treasurer on or before April 15th. A dues late fee of \$75.00 will be assessed upon each Membership if the dues are paid past April 15th.
 4. The Board shall declare forfeiture of any delinquent Memberships on May 2nd. Any Membership with dues and or other indebtedness not paid by May 2nd will revert to the Association and may be sold, effective May 2nd by the Board of Directors to persons on the waiting list.
 5. Each year, at the Board Meeting prior to the Annual Membership Meeting, the Board will evaluate up to three Equity Memberships which contributed work and time above and beyond expectation to the Association during that season. The Board will then recommend to the General Membership at the Annual Membership Meeting that these Members' annual dues be waived for the following year.
- C. Special Assessments: Expenses for additions or improvements are not covered by annual dues. At the discretion of the Board and with the approval of a majority of the Membership at the Annual Membership Meeting or a properly called Membership Meeting for that purpose, special assessments may be levied on Equity Memberships to cover the costs of additions or improvements. Remittance of these special assessments within the time allotted is required.
- D. No portion of dues or fees shall be refunded to a Membership for any reason, except for death, in which case the prorated unused portion shall be refunded, after all obligations to the Association incurred by the Membership are discharged. No portion of dues or fees shall be refunded in the event that the pool operations are required to be suspended for any purpose (i.e. weather or operation suspension).
- E. Memberships shall be required to pay all charges and liabilities incurred by Members and their guests.

- F. All Members of a Membership that are delinquent in the payment of its dues or other indebtedness to the Association shall be prohibited from use of the facilities until such time as their indebtedness has been satisfied in full.
- G. The Association shall have a lien upon the Membership or any property of a Member which the Association may have in its custody, for the amount of any indebtedness a Membership may owe to the Association.

Section 4: Membership Meetings

- A. Only Equity Members in good standing are eligible to participate in Membership Meetings by exercising the privilege of voice and/or vote.
- B. Meeting Notice: "Proper calling" requires notice of a meeting to be delivered to the Membership at least ten days prior to the date of the meeting. Notices shall be delivered via e-mail, in addition to posting the meeting details on the Association website. Notices may be sent to the last known email of the Membership. Notice of an Annual Membership Meeting shall include the names of candidates nominated for the Board of Directors, the proposed budget, and other business matters to be discussed. Notice of a Special Membership Meeting shall include the matters planned to be acted upon.
- C. Annual Membership Meeting: At a date and time in the month of October or November of each year as determined by the Board of Directors, the Association shall hold its Annual Membership Meeting for the purpose of electing Directors, receiving the reports of Officers, approving the budget for the next calendar year, and for such other business as may come before it.
- D. General Membership Meetings: General Membership Meetings may be scheduled throughout the year at the discretion of the Board of Directors.
- E. New business matters may be presented by the Membership at the Annual Membership Meeting or any General Membership Meeting provided that the original purpose of meetings have been addressed first and as time permits. Should enough time not be allotted new business may be brought up directly to the Board of Directors, at the next Annual or General Membership Meeting, or at a Special Membership Meeting called for that purpose.
- F. Special Membership Meetings may properly be called by the Board of Directors as follows, assuring that all Equity Memberships are notified. The Secretary shall call said meeting within three calendar days after the time of filing the request, and the meeting shall be scheduled within ten to fourteen calendar days of being called. At a Special Membership Meeting, only the business included in the notice may be discussed and acted upon.
 - 1. Special Membership Meetings may only be called after the following process has been followed:
 - a. Financial inquires shall initially be directed to the Treasurer and copied to the Officers.
 - b. Management and employee complaints/issues shall initially be directed to the Personnel Director and copied to the Officers.
 - c. Facilities and property complaints shall initially be addressed to the Facilities Director and copied to the Officers.

- d. After initially contact with the appropriate Directors or Officers, should your questions or complaints not be addressed or no response made within 3 business days, you may contact the Board of Directors as a whole. Should you receive no response within 3 business days, a request for a special meeting will be deemed appropriate. This request must be filed with the Secretary, who shall call the requested meeting according to the timeline above.
 - e. The Board of Directors may request a private one on one meeting with complainants in lieu of a special meeting if all parties agree.
2. Special Membership Meetings may also be called upon and requested in writing and filed with the secretary by 10% of Equity Memberships in good standing.

G. Voting Procedures

1. Each Equity Membership in good standing is entitled to one vote on each and all actions proposed during a Membership Meeting. Voting privileges shall only be exercised by Members of Equity Memberships in good standing.
 2. The form of voting (voice or paper ballot) shall be determined by the President subject to the approval of those present at the meeting.
 3. Proxy Voting: Each Equity Membership in good standing may vote by written proxy filed with the Secretary, three calendar days before the meeting or by designating another Equity Membership in good standing as an alternate.
 4. The Membership Director or his/her designee will determine the number of Equity Memberships in good standing present, of accepted proxies, and of designated alternates, and announce them for the record.
- H. Quorum: No quorum shall be required at Membership Meetings. Approval or disapproval of actions and elections shall be made by those Equity Memberships in good standing present (or by proxy or designated alternates) and voting at properly called meetings. Majority vote rules except when otherwise indicated.
- I. Actions taken at properly called meetings shall be binding on all Members.

ARTICLE IV – Board of Directors

Section 1: Composition and Terms of Service of the Board of Directors

- A. The Board of Directors shall consist of eleven persons who are Equity Members in good standing elected by the Membership at Annual Membership Meeting, serving two-year terms in two classes of five Members and six Members each, respectively. Each class shall be elected in alternating years, with the smaller class being elected in odd numbered years and the larger class being elected in even numbered years. Directors shall serve such terms or until their successors have been elected.
1. Members may not serve on the Board simultaneously if married. Simultaneous service on the Board by Members of any relation is strongly discouraged; however, the Membership may use discretion in filling positions.

2. Board Members shall not be employed by the Association during their term on the Board, and shall not be related to facilities management staff employed by the Association during their term of service.
 3. Each Member of the Board of Directors will be required to sign a confidentiality agreement, kept on file, that shall remain in effect through their term of service on the Board as a means to protect Camelot Recreation Association, Members, and employees.
- B. The newly elected board shall meet as soon as possible, but no later than within 14 calendar days of the date of the Annual Membership Meeting for the purpose of electing/assignment of Board positions for the coming year. Terms of office shall begin immediately following the Annual Membership Meeting.
- C. Term Limits: Board Members may be elected to up to two successive terms; however, no individual Member can serve on the Board more than five years consecutively. No Membership may serve on the Board for longer than six years consecutively.
- D. Resignations and Vacancies: Vacancies due to death, expulsion, or resignation may be filled by eligible Equity Members, appointed by the President with the approval of the Board of Directors, to serve the remainder of the term.
1. If a Board Member resigns their term early, they shall be ineligible to serve on the Board for two years.
 2. If a Board Member ceases to be an Equity Member in good standing, they shall no longer be eligible to serve on the Board and shall be considered to have resigned their term, effective immediately.
 3. A Director may forfeit his office if he has failed to attend four regular, consecutive Board Meetings without being excused by an Officer.
 4. Directors may be removed from the Board at any regular Board Meeting, at any special Board Meeting called for that purpose, or at any properly called Membership Meeting by a majority vote of those present and voting.
 5. A Director may also be dismissed by proposal from an Officer and a majority vote of the Board of Directors for failure to perform any of the duties required to be performed as specified for the assigned position, provided the Director receives specific notice of such planned action.
- E. Members who serve on the Board of Directors may have \$100 of their annual dues waived in the year following the conclusion of each full term of service. If a Board Member does not complete a full term of service, they will not be eligible for a \$100 credit. No Director shall be otherwise paid for services or materials furnished to the Association.

Section 2: Officers

- A. The officers consist of President, Vice-President, Secretary, and Treasurer, who shall be elected by and from the Board of Directors at the first meeting of the Board of Directors held after the Annual Membership Meeting, for a term of one year beginning at the meeting of their election, or until their successors are elected.

1. President: The President shall preside at all meetings of the Membership and of the Board. The President shall be the administrative officer and appoint all committee Members, subject to the majority approval of the Board, and be an non-voting ex-officio member of all committees. The President must announce all appointed committee Members to the Board of Directors at the earliest available opportunity following their appointment.
2. Vice-President: The Vice-President shall serve in the absence or disability of the President and during such time shall have all the President's duties and powers. This is not a full-time position, therefore the officers may elect to have another Officer or Director serve as the Vice-President when required.
3. Secretary: The Secretary shall keep the minutes, attend to the correspondence, send all notices of meetings, see that the Board operate according to the By-Laws and perform such other duties as fixed by the Board. In addition, the Secretary shall maintain up-to-date copies of the By-Laws, Constitution, Pool Rules and Tennis Court Rules.
4. Treasurer: The Treasurer shall have charge of the monies and books of account, shall pay all bills and perform such other duties as fixed by the Board. No bond shall be required. The Treasurer shall serve as chairperson of the Finance Committee. Expenses for additions or improvements shall not be taken from the operation and maintenance account. Such expenses may come from the capital funds account at the discretion of the Board or from assessment of the Membership. The Treasurer shall make available to employees only, an up-to-date roster of all Membership names and phone numbers for emergency use, designating which Memberships are in good standing, and provide copies to both the Membership Director, Secretary and Publicity Director.

Section 3: Board Meetings

- A. In addition to or in conjunction with the initial Board Meeting provided for in Article IV, Section 1.B., the Board shall hold its first working session within 30 days after the Annual Membership Meeting.
- B. The Board shall hold no less than four meetings per year but may meet more often as determined by the Board.
- C. A simple majority of Board Members shall constitute a quorum at any Board Meeting.
- D. Only Board Members, and those invited and permitted by a majority vote of the Board, shall enjoy the privilege of voice at Board Meetings. Directors and/or Officers, including the President, shall exercise one vote each.
- E. Board Meetings shall be open to the Membership but may be closed at any time by a majority vote of the Board Members. Actions taken in closed Board Meetings shall be reported into open meeting and recorded by the Secretary.
- F. Notice of Board Meetings shall be given to all Board Members and may be given in any way fixed by the Board including telephone, but no less than five calendar days in advance of the meeting.
- G. Minutes of Board Meetings shall be published and distributed to all Board Members prior to the next Board Meeting by the Secretary.

- H. Special Board Meetings shall be held upon call of the President or upon the written request of two Board Members, filed with the Secretary, who shall call the meeting within three calendar days and be held within ten to fourteen calendar days of being called.

Section 4: Duties

A. The Board of Directors shall:

1. Conduct the affairs of the Association, taking such actions as may be necessary, within established limitations, to carry out the purpose of the Association.
2. Create such committees other than standing committees as deemed necessary. The actions of all committees shall be subject to the approval of the Board.
3. Designate depositor banks or financial institutions as may be applicable and execute such instruments as may be required by said banks or financial institutions to facilitate the payment, transfer or withdrawing of funds, provided, however, that at least two Officers must execute and sign all checks or other negotiable instruments for the payment, transfer or withdrawal of moneys in excess of \$1,000 with the exception being that no such requirement shall exist for the payment of taxes, for the payment, transfer or withdrawal of funds between and among in-house or internal accounts in the name of or held for the benefit of the Association.
4. Refrain from borrowing moneys in the name of or pledging the credit of the Association without a majority affirmative vote of the Members.
5. Ensure the books of account are to be audited annually by any disinterested party other than a current Board Member of the Association. The results of said audit shall be available to the Membership.

B. The Board will post in a visible location and make available to the Membership the current Rules and Regulations and Code of Conduct one business day prior to opening day each year.

C. The Board will update the Pool Operating Manual and place a copy in the pool office by May 15th of each year. The Operating Manual shall be updated during the season as required. Such Operating Manual shall include, but not be limited to:

1. Current Membership List
2. Swim and Dive Team Rosters (including contact information)
3. Emergency Phone Numbers and Procedures
4. Operating Procedures
5. Pool Management and Staff
6. Current Rules and Regulations
7. Code of Conduct
8. Pool Party Sign-Up Rules
9. Personnel Policies
10. Copies of Employee Certifications
11. CRA history (with current established Policies, such as babysitters, swim lessons, etc).
12. CRA Bylaws, Constitution and Current Forms

Section 5: Standing Committees

- A. The Directors shall serve as the chairpersons of the standing committees upon appointment by the President and with the majority approval of the Board.
- B. The chairpersons will staff their committees, with approval from a majority of Board Members, from the Equity Membership in good standing and shall be responsible for staying within their established budgets.
- C. The Directors of the standing committees and their staff must be announced to the Board and Membership.
- D. The Board shall provide for the following standing committees:
 - 1. Facilities and Long-Range Planning
 - a. Shall have supervision over the pool, grounds, facilities, and equipment for their improvement, maintenance, and repair.
 - b. Shall supervise the tennis courts and their improvement, maintenance, repair, and accessibility
 - c. Shall organize work parties as needed to carry out these duties.
 - d. Shall maintain the master plan and recommend long range improvements to the facilities and grounds.
 - 2. Fundraising and Socials
 - a. Shall arrange for and coordinate all social activities and fundraising for the Association.
 - 3. Membership
 - a. Shall seek new Members and verify eligibility for Membership.
 - b. Shall maintain an up-to-date roster of Memberships in good standing in coordination with the Treasurer.
 - c. Shall distribute By-Laws, Code of Conduct, Pool Rules and Tennis Court Rules to all Members prior to the opening date of the pool each year.
 - 4. Publicity
 - a. Shall coordinate, print and mail the newsletter as needed maintain all social media accounts and email announcements
 - b. Shall maintain the pavilion rental roster.
 - 5. Finance
 - a. Shall prepare the annual budget for the Board and supervise all financial transactions.
 - b. Shall insure that moneys of the Association are identified in at least two accounts: Capital Funds, and Operation and Maintenance Funds. Other special accounts may be established.
 - c. Shall monitor income and expenses to ensure that budgets are not exceeded and that the Association remains in a sound financial condition.
 - 6. Personnel
 - a. Shall prepare and present a Staffing Plan, Salary Plan, and Personnel Policy to the Board for approval at a Board Meeting by April 1st. Personnel hired during the season must also be approved at a Board Meeting.

- b. Shall maintain a file of job descriptions and job minimum requirements and shall recruit personnel to fit such for recommendation to the Board for hiring.
 - c. Shall be responsible for the employment of all paid personnel as approved by the Board.
 - d. Shall implement the Personnel Policy.
 - e. Shall be responsible for maintaining CRA in compliance with all fair labor standards and laws.
7. Swimming Representative
- a. Shall be responsible for organizing the Swimming Team, or designating another/others to do so.
 - b. Shall establish procedures for the swim team, organize competitive events, conduct competitive events, and represent the Camelot Recreation Association at Rocket City Swim League Meetings.
 - c. Shall recommend employment of swim team coaches to the Personnel Committee, prepare Swim Coach Guidelines for approval by the Board, and supervise these Guidelines.
8. Diving Representative
- a. Shall be responsible for organizing the Diving Team, or designating another/others to do so.
 - b. Shall establish procedures for the dive team, organize and conduct competitive events, and represent the CRA at Rocket City Swim League dive meetings.
 - c. Shall recommend employment of dive team coaches to the Personnel Committee, prepare Dive Coach Guidelines for approval by the Board, and supervise these Guidelines.

ARTICLE V – By-Laws

Section 1: Revisions/Changes to the By-Laws

- A. The By-Laws may be changed by a majority vote of the general Membership at the Annual Membership Meeting or a Special Membership Meeting called for such purpose.
- B. Changes to the By-Laws may be proposed by any Member to the Board of Directors.
- C. Proposed changes to the bylaws should be distributed to the Membership for comment and feedback for a period of 30 days to begin no later than 45 days and conclude no later than 15 days prior to the meeting in which they will be voted upon.