

Exchange Pool Bylaws as of 2013

EXCHANGE POOLS SWIMMING, INC.

401 Umstead Drive

Chapel Hill, NC 27516 BYLAWS JULY 2000

[PDF Version here: Exchange Pool ByLaws](#)

ARTICLE I. OFFICES:

SECTION 1

Principal Office: *The principal office of the Corporation shall be located at 401 Umstead Drive, Chapel Hill, North Carolina.*

SECTION 2

Registered Office: The registered office of the Corporation required by law to be maintained in the State of North Carolina may be different than the Principal Office.

ARTICLE II. MEMBERSHIP:

SECTION 1

Participation in the affairs and ownership of the property of the Corporation shall be by membership. Membership is open to all residents of the community without regard to race, creed or color.

SECTION 2

Membership Procedure: To become a member in good standing, an individual or family must:

A. Apply for membership in the Corporation by completing a Board approved membership application form.

B. Meet all standards of eligibility as established by the Board of Directors.

C. Agree to abide by the Rules and Regulations promulgated by the Board of Directors.

D. Pay dues, fees and purchase a Membership Certificate as stipulated by the Board of Directors. A minimum annual sustaining dues purchase is required.

E. Agree to volunteer time or money for maintaining and promoting the Corporation. The seasonal fulfillment of this volunteer obligation is required.

SECTION 3

Participation in Managing the Corporation:

A. Each Membership Certificate owner in good standing (or qualifying representative) may cast one vote at any membership meeting of the Corporation.

B. Each Membership Certificate owner in good standing or other household member covered by this certificate may run for and hold any office in the Corporation.

SECTION 4 Changing Membership:

- A. Temporary assignment of membership to an individual or family to whom a member leases his or her home during a leave of absence is possible. Such an arrangement must be approved by the Board of Directors.
- B. Sale or transfer of a valid Membership Certificate to a third party is permitted. The sale or transfer price is at the discretion of the seller and buyer. The Board must be notified in writing of the sale for it to become effective
- C. Reversion of Certificates: An expired or non-valid Membership Certificate shall automatically revert to the Corporation, at no cost to the Corporation.
- D. Resignations: Any member may resign from the Corporation by so indicating in writing to the Secretary.
- E. Suspension of Members: The Board of Directors, by majority vote of those present at any regularly constituted meeting, may suspend any member who is in default in the payment of dues, fees, or any special assessment or who has violated any of the Rules and Regulations promulgated by the Board of Directors. During suspension, the suspended member shall not be entitled to the use of the facilities of the Corporation. The suspended member is entitled to a hearing before the Board
- F. Expulsion of Members: By a two-thirds vote of a quorum of the Board of Directors, any member may be expelled for cause after an appropriate hearing. Cause for expulsion shall, in general, consist of violation of these Bylaws or of the Rules and Regulations of the Corporation, or for such other causes as shall appear to the Board of Directors to jeopardize the welfare of the Corporation. Upon such expulsion, the Membership Certificate is declared no longer valid by the Board of Directors and it reverts to the Corporation. Upon reversion, the Membership fee in effect at the time of expulsion will be returned less any monies owed to the Corporation.
- G. Number of Members: The total number of members of the Corporation, excluding Life Members, shall never exceed 300. When outstanding Membership Certificates are less than 300, introductory memberships may be offered.

ARTICLE III. MEETINGS OF MEMBERS:

SECTION 1

Annual Meetings: The annual meeting of members shall be held in conjunction with the Labor Day Potluck [an agenda and a ballot will be provided on sign in] for the purpose of electing directors of the Corporation and for the transaction of such other business as may be properly brought before the meeting.

SECTION 2

Special Meetings: Special meetings of the members may be called at any time by the President, the Secretary, or Board of Directors of the Corporation, or by written request of not less than ten percent of the members entitled to vote at the meetings.

SECTION 3

Notice of Meetings: Written or printed notice stating the time and place of the meetings shall be posted in public places as well as be delivered to each member of record entitled to vote. Such notice shall be given not less than five nor more than forty days before the meeting date. In the case of a special meeting, the notice of meeting shall specifically state the purpose of purposes for which the meeting is called. This is not required for the annual meeting.

SECTION 4

Quorum: A quorum shall consist of the members present. [The members holding 20 percent of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn and reconvene the meeting without further notice.

ARTICLE IV. DIRECTORS:

SECTION 1

Election of Directors: Except as provided in Section 4 of this Article, the Directors shall be elected by the annual meeting of members. A nominating committee shall present a slate including officers. Nominations may also be presented from the floor during the meeting. Those persons who receive the highest number of votes on the first ballot shall be declared elected.

SECTION 2

Number, Qualifications and Term: The number of directors of the Corporation shall be not less than five (5) or more than fourteen (14). All directors shall be members in good standing of the Corporation. Each director will hold office for one year and may succeed her/himself.

SECTION 3

Removal: Directors may be removed from office with or without cause by a majority of members present at a special meeting of members. If any director is so removed, a new director may be elected at the same meeting.

SECTION 4

Vacancies: A vacancy occurring in the Board of Directors may be filled by a majority of the remaining directors, though less than quorum, or by the sole remaining director; but a vacancy created by an increase in the authorized number of directors shall be filled only by election at an annual meeting or at a special meeting of members called for that purpose. The members may elect a director at any time to fill any vacancy not filled by the directors.

SECTION 5

Officers: The Officers of the Board will include the President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. Officers may be elected by members at the annual meeting or by the directors from their number at any meeting of the Board.

SECTION 6

Compensation: Directors shall not receive any compensation for their services but this shall not preclude the Corporation from paying compensation in a reasonable amount to its members, directors or officers for services it would otherwise have to obtain from an outside provider.

SECTION 7

Committees: The Board of Directors may establish one or more committees, which may have and exercise the authority of the Board of Directors in the management of the Corporation. Such delegation shall not, however, relieve the Board of Directors or any individual director of any responsibility imposed by law.

SECTION 8

General Powers: The business and affairs of the Corporation shall be managed by the Board of Directors as provided by law. This authority may be delegated to a group such as an Executive Committee or to individuals as the Board deems appropriate.

SECTION 9

Dues and Fees: By November 1st of each year, the Board of Directors shall set the amount of annual dues and the membership fee which will be in effect for the following calendar year. In the face of a significant financial deficit (actual or anticipated), the Board of Directors may assess each membership holder an amount that will enable the Corporation to continue operations. Such action shall be only after the membership has been fully informed about the need and plans, and given the opportunity to participate in the decision, as through a regular or specially called meeting of members.

ARTICLE V. OFFICERS:

SECTION 1

Titles: The officers of the Corporation shall consist of a President, who shall also be Chairman of the Board of Directors, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer and such Vice-Presidents and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Treasurer.

SECTION 2

Qualifications: All officers shall be members in good standing of the Corporation and members of the Board of Directors.

SECTION 3

Election and Term: The officers shall be elected annually by the members of the Corporation at the annual meeting of members or, to fill vacancies, by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor is duly elected.

SECTION 4

Removal: Any officer or agent may be removed by the Board of Directors with or without cause, but such removal per se shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 5

President: The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise the management of the Corporation in accordance with these bylaws. She/He may preside at all meetings of members. She/He shall sign, with any other appropriate officer, membership certificates, deeds, mortgages, bonds, contracts or other instruments on behalf of the Corporation, except where otherwise required or permitted by law. The Board of Directors may appoint someone else in the latter circumstance. In general, she/he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

SECTION 6

Vice-President: The Vice-President, the Secretary or the Treasurer as designated by the Board of Directors, unless otherwise determined by the Board of Directors, shall, in the absence of the President, perform the duties and exercise the powers of that office. In addition, she/he shall perform such other duties and have such powers as the Board of Directors prescribes.

SECTION 7

Secretary: The Secretary shall keep accurate records of the affairs of the Corporation, shall perform the customary duties of Secretary and such other duties as may be assigned by the President or the Board of Directors. Specifically and by way of example, she/he shall be responsible for all notices and reports required by law and these bylaws; corporate seal, affixing the latter to any instrument requiring it; shall keep a register of each member; shall issue, transfer and retire Membership Certificates in collaboration with the Treasurer.

SECTION 8

Treasurer: The Treasurer shall have custody of all Corporation funds and securities and shall receive, deposit or disburse these under the direction of the Board of Directors. She/He shall keep full and accurate accounts of the finances of the Corporation and report assets and finances of the Corporation and report assets and liabilities at the close of each year. The Treasurer shall, in general, perform all duties normally expected of a treasurer and such other duties as may be assigned by the President or the Board of Directors.

SECTION 9

Assistant Secretary. An assistant secretary will serve as Membership Chairman, will keep a list of the addresses of the members and e-mail addresses when available, will receive the Corporation's Mail and distribute it, will send out membership notices relating to new and retiring members as well as those for annual dues and will assist and fill in for his or her respective senior office holder much as the Vice-President does for the President, and perform such other duties as may be assigned to him/her by the Secretary or the Treasurer, respectively, or by the President of the Board of Directors.

SECTION 10

Assistant Treasurer. An Assistant Treasurer will keep the payroll and will assist and fill in for the Treasurer much as the Vice-President does for the President, and perform such other duties as may be assigned to him/her by the Treasurer or by the President of the Board of Directors.

SECTION 11

Bonds: The Board of Directors may require any or all officers, agents and employees of the Corporation to give bond to the Corporation to assure faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may be required by the Board of Directors.

ARTICLE VI. MEETINGS OF DIRECTORS:

SECTION 1

Regular Meetings: Regular meetings of the Board of Directors shall be held at the convenience of the Directors with sufficient frequency to carry out its responsibilities to the Corporation.

SECTION 2

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

SECTION 3

Notice of Meetings: Regularly scheduled meetings of the Board of Directors may be held without notice. Directors shall be notified of irregularly scheduled meetings. This may be done through the timely distribution of minutes of the preceding meeting. Anyone calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication.

SECTION 4

Quorum: A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 5

Decision Making: The assent of two-thirds of the Directors holding office is required to adopt, amend, or repeal a bylaw; or to dissolve the Corporation. Dissolution shall be only after the

membership has been fully informed about the need and plans, and given the opportunity to participate in the decision, as through the regular or specially called meeting of members. Other decisions may be made by a majority of those present (no less than a quorum).

ARTICLE VII. CONTRACTS, LOANS AND DEPOSITS:

SECTION 1

Contracts: The Board of Directors may authorize any member of the Corporation in good standing to enter into any contract or execute and deliver any instrument on behalf of the Corporation. Such authority may be general or confined to specific instances.

SECTION 2

Loans: Loans and conditions of indebtedness in the name of the Corporation shall be executed only by action of the Board of Directors.

ARTICLE VIII. FACILITIES

SECTION 1

Use by Members: Each member in good standing, his or her spouse and their unmarried minor children or dependents residing in the same household shall be entitled to the use of the facilities of the Corporation.

SECTION 2

Use by Guests: Use of the facilities of the Corporation by guests of members shall be under terms and conditions established by the Board of Directors.

SECTION 3

Use by Others: The Board of Directors may allow use of the facilities of the Corporation by non-member individuals and/or groups. Such use will be under terms and conditions established by the Board.

SECTION 4

Beverage Limitations: No alcoholic beverages will be allowed to be sold on the premises. Such beverages shall only be allowed on the premises on special occasions as authorized by the Board of Directors.

SECTION 5

Rules and Regulations: Rules and regulations governing the use of facilities of the Corporation shall be adopted and revised by the Board of Directors. Such rules and regulations shall be posted in a conspicuous place on the Corporation's premises and enforced by the management of the facilities. The management shall have the authority to deny use of the facilities to any member or guest who violates any of the Rules and Regulations or who acts in a way which is unsafe or uncivil.

SECTION 6

Control of Facilities: The facilities of the Corporation shall not be controlled by any person, firm, organization or corporation other than Exchange Swimming Pools, Inc.

ARTICLE IX. GENERAL PROVISIONS:

SECTION 1

Seal: The 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 1961." Such seal, as impressed on the margin hereof, is hereby adopted as the seal of the Corporation.

SECTION 2

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

SECTION 3

Nonprofit Corporation: No part of the net income or assets of the Corporation shall inure to the benefit of any officer, director, member or other individual, either during the existence of the Corporation or upon its dissolution.

SECTION 4

Amendments: These bylaws may be amended or repealed and new bylaws adopted by the affirmative vote of two-thirds of the directors then holding office at any regular or special meeting of the Board of Directors or by a simple majority of the members present at a regular or special meeting of the members (as defined in Article III Section 2). If these two bodies disagree, the latter will prevail.

ARTICLE X. SEVERABILITY:

If any provision of these by-laws is held to be illegal [or] unenforceable, [or inconsistent with public policy], the offending provision(s) shall be severable from these by-laws and the remainder shall continue in full force and effect.

ARTICLE XI. INDEMNIFICATION:

To the extent permitted by law, and in accord with applicable statutory authorizations, the Corporation may indemnify or agree to indemnify any person who was or is threatened to be made a party to any threatened suit, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, when possible in advance, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, domestic or foreign,, non-profit or for-profit, partnership, joint venture, trust or other enterprise, against expenses (including

reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by her/him in connection with such action, suit, or proceeding if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that her conduct was unlawful.

Any indemnification under this Article, unless ordered by a court, shall be made on a case by case approval of indemnification by the Board of Directors only as authorized in the specific case upon a determination that indemnification of the director, officer or employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Section.

The indemnification set forth in this Article unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee or agent is proper in the circumstances because she has met the applicable standard of conduct set forth in the Section.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or other provisions of these By-laws or any agreement, vote of members or disinterested directors, or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against her and incurred by her in any such capacity, or arising out of her status as such, whether or not the Corporation would have the power to indemnify her against such liability under the provisions of this Article.

Revision: 23 July 2000