

**BYLAWS OF  
EAST ASHEVILLE RECREATION CLUB, INC.**

**ARTICLE I  
NAME & OFFICES**

**1.1 Name.** The name of this Organization is East Asheville Recreation Club, Inc. (the “EARC”).

**1.2 Principal Office.** The principal office of the EARC shall be 40 Bell Road, Asheville, Buncombe County, North Carolina 28805 (the grounds, pool, building(s), parking lot, structures, and any other improvements referred to as the “Facilities”).

**1.3 Additional Offices.** The EARC may have other offices, either in or outside the State of North Carolina, in such place or places as the Board of Directors (the “Board”) may from time to time appoint or the business of the EARC may require.

**ARTICLE II  
AIMS AND PURPOSES**

**2.1 Nonprofit Corporation.** The EARC shall be organized and operated as a nonprofit EARC under the provisions of the North Carolina Nonprofit Corporation Act.

**2.2 Charitable Purposes.** As set forth in the articles of incorporation, the EARC shall be a nonprofit corporation organized pursuant to the North Carolina Nonprofit Corporation Act. It shall be organized, and at all times thereafter operated, exclusively for pleasure, recreation, and other non-profit purposes within the meaning of section 501(c)(7) of the Internal Revenue Code. The EARC shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this provision and the articles of incorporation and as are exclusively charitable and are entitled to charitable status under section 501(c)(7) of the Internal Revenue Code.

**ARTICLE III  
MEMBERS**

**3.1 Members.** Members of the EARC shall have access to the Facilities during the opening hours as determined by the Board of Directors and shall abide by all rules as determined by the Board, which such rules shall be posted at the facilities and on the EARC website. The EARC shall have two classes of Membership: Voting Members and Non-Voting Members. Both classes shall be elected by the Board upon application by any Eligible Member or Eligible Non-Voting Member, as defined below. An affirmative vote of a majority of the Board shall be required to elect either class of Member. Membership shall last for one season which begins on the Saturday of Labor Day Weekend one year and ends on the following calendar year’s Friday of Labor Day Weekend (“Season”). Membership shall be capped at one thousand four hundred fifty (1450) per Season.

**3.2 Membership Types.**

(a) Family Membership. A Family Membership constitutes a Membership for one or two adults and one or more children.

(b) Two-Person Membership. A Two-Person Membership constitutes a Membership for two people.

(c) Individual Membership. An Individual Membership constitutes a Membership for one person.

**3.3 Eligible Voting Members**. Eligible Voting Members shall be at least 18 years of age and shall include one and only one representative from each elected Family, Two-Person, or Individual Membership. With respect to Family and Two-Person Memberships, the Voting Member shall be designated at the time a Membership vote is taken and need not always be the same Member throughout a Season.

**3.4 Eligible Non-Voting Members**. Eligible Non-Voting Members shall include other Members within a group holding a Family or Two-Person Membership.

**3.5 Application**.

(a) Eligible Voting or Non-Voting Members shall apply to the Board of Directors (the "Board") for admission as a Member for the following Season by the end of March (the "Deadline"). In the event additional Membership capacity remains following the Deadline, the Board may accept and consider further applications on a rolling basis. The Board shall admit or deny Membership based on the application, in accordance with the guidelines established by the Board, and without considering the race, color, creed, gender identity, sexual orientation, age, or national origin of any Eligible Voting or Non-Voting Member-Applicant. Members shall be issued a non-transferable Certificate of Membership upon Board approval of their application.

(b) In the event that there are more applicants for Membership than there are available Memberships, the Board of Directors shall consider the timing of the submission of application in electing Members. Applicants who are not elected as Members may be added to a waitlist and considered for Membership as openings become available.

(c) Members from the previous Season are given a minimum of a two week period in no earlier than February and no later than March to apply for Membership for the next Season before Membership may be offered to persons who were not Members in the previous Season.

(d) Should the Board of Directors determine it is inadvisable to operate the EARC for a Season, the Members during the previous Season shall continue to be Members solely for any instances of monetary disbursement of the EARC's assets and shall be offered the opportunity to apply for Membership the following Season before any other applicants may be considered.

**3.6 Voting**. Each Voting Member shall be entitled to one vote on each matter submitted to the Members by the Board. Non-Voting Members shall have no voting rights.

**3.7 Termination of Membership**. The Board of Directors, by affirmative vote of two-thirds (2/3) of all the Directors, may suspend or expel any Voting or Non-Voting Member for

misconduct, cause, including but not limited to disruption of or interference with the EARC's operations, failure to follow lifeguard directives, or upon failure to pay their ordinary dues.

**3.8 Resignation of a Member.** Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning from the obligation to pay dues, assessments, or other charges theretofore accrued and unpaid.

**3.9 Transfer of Membership.** Membership in the EARC is not transferable or assignable.

#### **ARTICLE IV** **MEETINGS OF MEMBERS**

**4.1 Annual Meeting.** An annual meeting of the Members shall be held during August of the each Season at the Facilities or through an online platform able to accommodate all Members at a location, date, and time specified by the President of the Board for the purpose of electing Directors and for the transaction of such other business as may be pertinent, including providing reports on the physical conditions of the property, annual budget and other financial information, and any strategic plans.

**4.2 Special Meetings.** Special meetings of the Members may be called by the Board of Directors or by not less than one-quarter (25%) of the Voting Members upon application to the Secretary with a petition signed by the requisite number of Members. The Secretary shall then notify all Voting and Non-Voting Members, of the date, time and place of the Special Meeting of the Members proposed in the petition of the Members.

**4.3 Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of Members shall be posted on the EARC website and delivered by email to each Voting Member not fewer than 30 nor more than 60 days prior to said meeting with a reminder email being sent between two (2) and five (5) days in advance of the meeting. In the case of a Special Meeting, the purpose of the meeting shall be stated in the Notice thereof.

**4.4 Informal Action by Members.** Any action required to be taken by law at a meeting of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Members entitled to vote.

**4.5 Quorum.** At all meetings of the Members, the number of Voting Members present shall constitute a quorum for the transaction of business but in any case no fewer than twelve (12) Voting Members, including Voting Members personally present or attending by proxy.

**4.6 Proxies.** At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid for longer than eleven months from execution.

**4.7 Voting Means.** Where Directors or Officers are to be elected by Voting Members, such election shall be conducted by secret ballot and shall take place in person at the Annual Meeting or in such manner as the Board of Directors shall determine, including that the Board may choose to provide an electronic means for such elections.

**4.8 Manner of Acting.** The vote of the majority of the Voting Members at a meeting at which a quorum is present shall be the act of the Members, unless a vote of a greater number is required by law or by these Bylaws.

## **ARTICLE V** **BOARD OF DIRECTORS**

**5.1 General Powers and Duties.** The affairs of the EARC shall be managed by a Board of Directors (the "Board"), each of whom shall be a Member who is at least eighteen (18) years of age, with no more than one Member per Membership eligible for service. Except as is otherwise provided herein, by law, or in the Articles of Incorporation, all of the power of the EARC shall be vested in the Board of Directors. In addition to attending the quarterly Board meetings as described in Article 6.2, Directors shall each provide further assistance in the operation of the EARC totaling a minimum of 12 hours per year. Such assistance may include but is not limited to assistance in opening, closing, or maintaining the facilities; coordination of lifeguard training and/or staffing; organizing, coordinating, or hosting Member events; managing a Member directory; communicating with Members via email, social media, newsletters, or the website; or other duties such as may be identified by the Board.

**5.2 Number, Term, and Qualifications.** The number of Directors shall be seven (7) Members. Each Director shall serve their term until death, resignation, retirement, disqualification, the conclusion of his/her term, or removal.

**5.3 Election of Directors, Terms.** The Directors shall be elected annually to one year terms by a majority of the Members at their Annual Meeting, provided a quorum is present. The Directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three classes by lot. In the first election immediately succeeding the adoption by the Board of these Bylaws, the Board shall identify which members shall be assigned to which class with two Directors constituting a first class serving a term of one year; three Directors constituting a second class for a term of two years; and two Directors constituting a third class for a term of three years. At each annual meeting thereafter, the successors to the class of Directors whose terms shall expire that year shall be elected to hold office for a term of three years, so that the term of office of one class of Directors shall expire each year.

**5.4 Nominations.** At least thirty days before any election is to be held pursuant to these Bylaws, the President of the Board will appoint a nominating committee consisting of himself and three members of the Board. The nominating committee will make nominations for individuals to fill the vacancy or vacancies to be filled by election. The nominating committee shall also specify the number of Board members in the class to be elected in a given year, provided however, that at no time are more than seven (7) Directors serving. Individuals shall be eligible to serve two consecutive terms after which that individual shall not be an eligible nominee unless they shall be absent from the Board for one year.

**5.5 Vacancy.** In the event a Director cannot complete his or her term, a replacement shall be nominated through the procedure mentioned above. Vacancies occurring in the Board shall be filled for the unexpired term by the remaining Directors at any regular or special meeting.

**5.6 Removal.** Directors may be removed from office at any time with or without cause by the Members or Directors at the annual meeting or a Special Meeting of either body. The vote

required to remove a Director shall be a two-thirds majority of the Members present at such a meeting or Directors, as the case may be, provided that a quorum is present.

**5.7 Resignation.** Any Director may resign at any time by giving written notice to the President, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

**5.8 Compensation.** Directors as such shall not receive any compensation for their services as Directors other than a reduction in dues as described in Article 11.3, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated Officers of the EARC. Nothing herein shall preclude a Director from serving the EARC in any other capacity and receiving compensation for such services.

## **ARTICLE VI** **MEETINGS OF THE BOARD**

**6.1 Place of Meetings.** The meetings of the Board shall be held at the principal offices of the EARC or at any place within the United States that the Board may from time to time designate, including that such meetings may take place through an online platform able to accommodate all Directors.

**6.2 Quarterly Meetings.** The Board's Quarterly Meetings shall be held in January, April, June, and October with the date chosen by the President at a time convenient to the Board Members. The notice of the meeting shall give the date, time, and place, which may be in person or online, and designate it as a quarterly meeting. During the October meeting, the Board shall set Membership Dues and develop an Annual Budget for the following Season. Such other regular meetings of the Board shall be held at such time and place as may be specified by resolution of the Board.

**6.3 Special Meetings.** Special meetings of the Board may be called at any time by the President or by two or more Directors.

**6.4 Notice of Meetings.** Notice of any regular or Special Meeting of the Board shall be given at least ten (10) days previously thereto by written notice sent by any usual means of communication to each Director to his/her address as shown by the records of the EARC; however, notice may be waived before, at, or after any meeting.

**6.5 Waiver of Notice.** Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**6.6 Quorum.** At all meetings of the Board, a majority of the total Directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present and a meeting may be adjourned despite the absence of a quorum.

**6.7 Participation by Telephone.** Any one or more Directors may participate in a physical meeting of the Board of Directors by means of a conference telephone or similar communication vehicle. Participation by these means shall be deemed presence in person at the meeting.

**6.8 Manner of Acting.** The vote of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board, unless a vote of a greater number is required by law or by these Bylaws.

**6.9 Informal Action by Directors.** Action taken by all members of the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by each Director and filed with the Minutes of the proceedings of the Board, whether done before or after the action so taken. Action taken without a meeting is effective when the last Director signs the consent, unless the consent specifies a different date.

## **ARTICLE VII** **COMMITTEES**

The Board, by resolution adopted by a majority of the entire Board, may designate an Executive Committee, consisting of three or more Directors, and other committees consisting of three or more Members, who may or may not be Directors and may delegate to such committee or committees all such authority of the Board that it deems desirable, except that no such committee or committees shall have the authority to:

- (a) Adopt, amend, or repeal the Bylaws or
- (b) Fill vacancies in the Board or any committee.

The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Each member of each such committee shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. The executive committee or any other committee shall report any actions taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires. Insofar as applicable, the provisions of these Bylaws relating to the conducting of meetings of the Board shall govern meetings of the executive and other committees.

## **ARTICLE VIII** **OFFICERS**

**8.1 Election, Title, Term.** The Officers of the EARC shall be a President, a Vice President, a Secretary, a Treasurer, and such other Officers as may be appointed pursuant to these Bylaws. At least thirty days before the June meeting of the Board of Directors, the President of the Board will appoint a nominating committee of three or more members of the Board of Directors to make nominations of individuals to become Officers of the EARC for the succeeding year. Each Director shall be given a list of the nominees for each office at least seven days prior to the annual Members meeting. Each Officer shall be elected annually by the Board of Directors at the conclusion of the annual Members meeting in a closed session. Each Director shall be entitled to one vote and the result will be determined by the majority of the votes cast.

The newly elected Officers shall serve until the next annual Members meeting or until a successor shall have been duly elected and shall have qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board of Directors may elect or appoint, or by resolution provide for the appointment of, other Officers or agents.

**8.2 Removal.** Any Officer of the EARC may be removed at any time by either the Board or the Members whenever in their judgment the best interest of the EARC will be served thereby. Removal by the Board shall be by 2/3 majority vote, and removal by the Members shall be through the provisions of Section 5.6 hereof.

**8.3 Duties.** The duties of the Officers of this EARC shall be such as usually appertain to such Officers of EARC generally, except as may be otherwise prescribed by the Bylaws or by the Board.

(a) President. The President of the Board shall be the principal Officer of the EARC, and between meetings of the Board of Directors and of the Executive Committee, shall have general supervision of its business and affairs, subject, however, to the right of the Board to delegate any specific power except such as may by statute be exclusively conferred upon the President, to any other Officer or Officers of the EARC, to the exclusion, for the time being, of the President. The President shall preside at all meetings of the Board of Directors and of the Executive Committee, and shall appoint, subject to confirmation of the Board of Directors, and be an ex-officio member of all standing and special committees. In the absence of the President, a Vice President shall preside at any meeting at which the President would preside. The President may sign and execute instruments in the name of the EARC, provided the President is not prohibited from doing so by these bylaws and has obtained the consent of the Board to enter into any such contacts or arrangements.

(b) Other Officers. The Vice President, Secretary, Treasurer and other officers shall have the powers and duties delegated to them by the Board. Generally, however, the Vice President shall serve as President in the event that the President is unable to serve for any reason. The Secretary shall keep the minutes of Board meetings and see that notices are sent and received according to these Bylaws. The Treasurer shall have charge of all funds, securities, receipts, and disbursements of the EARC and coordinate with any independent contractor hired to provide accounting and/or auditing services.

## **ARTICLE IX** **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**9.1 Authorization.** 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 EARC, and such authority may be general or confined to specific instances. It is specifically anticipated that the Board shall hire an independent contractor to provide accounting services on an annual basis and that the Board shall further hire an independent contractor to provide auditing services every three years at a minimum. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the EARC shall be signed by such Officer or Officers, agent or agents, of the EARC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**9.2 Funds.** All funds of the EARC not otherwise employed shall be deposited to the credit of the EARC in such banks or other depositories as the Board of Directors may select, or as may be designated by any Officer or Officers or agent or agents of the EARC to whom such power may be delegated by the Board of Directors but in any event shall be maintained in such a way as to ensure accounts are FDIC insured.

**9.3 Acceptance of Gifts.** The Board of Directors or any Officer or Officers or agent or agents of the EARC to whom such authority may be delegated by the Board, may accept on behalf of the EARC any contribution, gift, bequest or devise for the general purposes or for any special purpose of the EARC.

**9.4 Audits.** At least every three years, or upon the request of any member of the Board of Directors, the accounts of the Foundation will be audited by a reputable Certified Public Accountant, whose report shall be submitted to each member of the Board.

**9.5 Bond.** At the direction of the Directors, any Officer or employee of the EARC shall be bonded. The expense of furnishing any such bond shall be paid by the EARC.

## **ARTICLE X** **NOTICE AND TIME REQUIREMENT**

**10.1 Notice in General.** In any case hereunder or hereafter designated by the Board, when notice to the Directors is required or permitted, the notice shall be in writing by email. When emailed, the notice shall be deemed delivered when actually received by the Director.

**10.2 Waiver of Notice or Lapse of Time.** Whenever under the provision of law or these Bylaws, the Board or any committee thereof is authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submits a signed waiver of notice of such requirement.

## **ARTICLE XI** **GENERAL PROVISIONS**

**11.1 Indemnification.** The EARC shall indemnify its Officers and Directors to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such Officers and Directors shall be deemed to have relied upon this Part.

**11.2 Fiscal Year.** The fiscal year for the EARC shall be as fixed by the Board of Directors.

**11.3 Dues.**

(a) **Standard Dues.** The Board may determine from time to time the amount of initiation fee, if any, and annual dues payable to the EARC by Members of each class. Dues shall be payable as determined by the Board but no later than two months prior to the first opening day of the facilities. Dues of new Members following the first opening day of the facilities may be prorated in accordance with the actual number of days of membership. When any member of any class shall be in default in the payment of dues his

membership shall thereupon terminate unless the Board at its sole discretion grants a grace period not to exceed one month from the due date.

(b) Reduced Dues. Following election to the Board of Directors and service of at least one year on the Board, the President shall receive the President's selected Membership without payment of any dues and all other Directors shall receive a fifty percent (50%) reduction of their selected Membership.

**11.5 Rules of Order.** Unless otherwise provided herein or in any special rules of committee, the provision of the current edition of Robert's Rules of Order, Newly Revised, shall apply to all meetings of the EARC, its committees and sub-committees.

**11.6 Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed by a two-thirds (2/3) vote of the Board at any regular Board meeting or at any special meeting called for that purpose provided, however, that notice of the proposed amendment, alteration, or repeal shall be given to each Director at least seven days prior to the date of the meeting at which the Bylaws are to be altered, amended or repealed; provided, however, that no notice shall be required if all Directors are present and all vote in favor of the amendment or if the voting Members at an Annual or Special Member Meeting unanimously vote to amend the Bylaws.

**11.7 Construction of Bylaws.** The interpretations of these bylaws as determined by the Board shall be conclusive and binding on all Members and Directors.

**11.8 Operation and Dissolution.** No part of the net earnings or funds of the EARC shall inure to the benefit of any Directors or Officers of the EARC or other private persons (except that the EARC shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein), and no substantial part of the activities of the EARC shall be carrying on propaganda or otherwise attempting to influence legislation; nor shall the EARC intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the EARC shall not conduct any activities not permitted to be conducted by an organization except under Section 501(c)(7) of the Internal Revenue Code, and upon dissolution of the EARC, the assets thereof shall after all of its liabilities and obligations have been discharged or adequate provisions made therefor, be distributed to the Members or, if the Board of Directors is otherwise directed by a competent professional that they may not distribute the assets to the Members, then to any organization or organizations organized and operated exclusively for pleasure, recreation, or other non-profit purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any such assets not to disposed shall be disposed of by the Clerk of Superior Court of Buncombe County, North Carolina to such organization or organizations as such Clerk of Superior Court shall determine as appropriate, which are organized and operated exclusively for such purposes and at the time qualify as exempt organizations under Section 501(c)(7) of the Internal Revenue Code, as amended.