

Revision of 2010
Adopted at the 2010 Annual Meeting.

**BY-LAWS
OF
CONCORD SWIMMING CLUB, INC.**

**ARTICLE I
OFFICES**

Section 1. Principal Office: The principal office of the Corporation shall be located at 141 Eastcliff Drive SE, Concord, 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, but need not be, identical with the principal office.

Section 3. Other Offices: The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

**ARTICLE II
MEETINGS**

Section 1. Place of Meetings: All meetings shall be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by a majority of the members entitled to vote thereat.

Section 2. Annual Meeting: The annual meeting of the members shall be held during the summer months, at a time designated by the Board of Directors, 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 3. Substitute Annual Meeting: If the annual meeting shall not be held at the time designated in these By-Laws, a substitute annual meeting may be

called in accordance with the provisions of Section 4 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 4. Special Meetings: Special meetings of the members may be called at any time by the President, Secretary, or Board of Directors of the Corporation, or by any member pursuant to the written request of the holders of not less than one-tenth of all certificates entitled to vote at the meeting.

Section 5. Notice of Meetings: Written or printed notice stating the time and place of the meeting shall be delivered no less than ten (10) nor more than fifty (50) days before the date thereof, either personally, by physical mail, or by electronic mail, by or at the direction of the President, the Secretary, or other person calling the meeting, to each member of record entitled to vote at such meeting.

In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless it is a matter, other than election of directors, on which the vote of members is expressly required by the provisions of the North Carolina Non-profit Corporation Act. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty (30) days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 6. Voting Lists: At least ten days before each meeting of members, the Membership Secretary of the Corporation

shall prepare an alphabetical list of the members entitled to vote at such meetings, with the address of the member, which list shall be kept on file at the registered office of the Corporation for a period of ten (10) days prior to such meeting, and which list shall be subject to the inspection of any member at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

Section 7. Quorum: The holders of one-tenth (1/10) of the certificates of membership entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of members. If there is no quorum at the opening of a meeting, such meeting may be adjourned from time to time by the vote of a majority of the members voting on the motion to adjourn; and, at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Voting of Members: Each outstanding certificate of membership having voting rights shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

Except in the election of directors, the vote of a majority of the certificates of membership voted on any matter at a meeting of members at which a quorum is present shall be the act of the membership on that matter, unless the vote of a greater number is required by law or by the charter or By-Laws of this Corporation.

Voting on all matters except the election of directors shall be by voice vote

or by a show of hands unless the holders of one-tenth of the certificates of membership represented at the meeting shall, prior to the voting on any matter, demand a ballot vote on that particular matter.

Section 9. Informal Action by Members: Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the Corporation to be kept in the Corporate Minute Book.

ARTICLE III DIRECTORS

Section 1. General Powers: The business and affairs of the Corporation shall be managed by the Board of Directors or by such Executive Committees as the Board may establish pursuant to these By-Laws.

Section 2. Number, Term and Qualifications: The number of Directors of the Corporation shall be twelve (12). Four (4) directors shall be elected at each annual meeting. Directors must be members in good standing for two years prior to their election to the Board. Directors may not succeed themselves unless selected to fill a vacancy less than 1½ years prior to the election. Each Director shall hold office for three years, or until death, resignation, retirement, removal or disqualification or until the successor is elected and qualifies. The immediate past President shall be an ex-officio member of the Board of Directors in the event his term has expired. The president shall appoint a nominating committee thirty (30) days before the annual meeting. The committee shall be composed of three members in good standing. The committee is to nominate

four candidates. Additional nominations may be made from the floor, with prior permission of the candidate.

Section 3. Election of Directors: The directors shall be elected at the annual meeting of members. Those persons who receive the highest number of votes shall be deemed to have been elected. Election of directors shall be by ballot.

Section 4. Removal: Directors may be removed from office with or without cause by a vote of members holding a majority of certificates of membership entitled to vote at an election of directors. If any directors are so removed, new directors may be elected at the same meeting. Directors shall be automatically removed from office by the president for nonpayment of dues or failure to attend four (4) consecutive scheduled board meetings.

Section 5. Vacancies: A vacancy occurring in the Board of Directors may be filled by a majority of the remaining directors, though less than a 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 called for that purpose. The members may elect a director at any time to fill a vacancy not filled by the directors.

Section 6. Compensation: The Board of Directors may not compensate directors for their services, with the exception of the office of President.

Section 7. Executive Committee: The Board of Directors may, by resolution adopted by a majority of the number of directors fixed by these By-Laws, designate three or five directors to constitute an Executive Committee, which committee, to the extent provided in such resolution, shall have and may exercise all

of the authority of the Board of Directors in the management of the Corporation.

ARTICLE IV OFFICERS

Section 1. Number: The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such Vice-Presidents, Assistant Secretaries, Assistant Treasurers 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 for the offices of President and Secretary.

Section 2. Election and Term: The officers of the Corporation shall be elected by the Board of Directors from the membership of the Board, at the first meeting of the Board following the annual meeting, to serve one term, from October through September of the year of their election, or until the Board member's death, resignation, retirement, removal, disqualification, or election and qualification of his successor.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person removed.

Section 4. President: The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these By-Laws.

He shall, when present, preside at all meetings of the members. He shall sign, with any other proper officer or agent, certificates for membership in the Corporation and any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf

of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he shall perform other duties as may be prescribed by the Board of Directors from time to time. The President elected annually by the Board, shall be compensated by payment of his annual dues for the year of his term in office.

He shall supervise the actions of, and serve as liaison between, the Board and the Membership Secretary of the Corporation. The Membership Secretary may be an employee of the Corporation, elected annually by the Board and compensated in the amount determined at the time of election.

The Membership Secretary shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it. He shall have general charge of the membership transfer books of the Corporation and shall keep, at the registered or principal office of the Corporation, a record of members showing the name and address of each member. He shall sign such instruments as may require his signature and in general shall perform those duties incident to the office of Membership Secretary and such other duties as may be assigned him from time to time by the President or by the Board of Directors.

Section 5. Vice-Presidents: The Vice-Presidents, in the order of their election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and have

such other powers as the Board of Directors shall prescribe.

Section 6. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and directors. He shall mail applications for membership to prospects and shall maintain close communication with the Membership Secretary in all membership procedures. He shall be responsible for overall communications with the membership. He shall sign such instruments as may require his signature and in general shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

Section 7. Treasurer: The Treasurer shall act as or serve as liaison between the Board of Directors and the Financial Officer of the Corporation. The Financial Officer may be an employee of the Corporation, elected annually by the Board and compensated in the amount determined at the time of election.

The Financial Officer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit, or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and he shall cause a true statement of its assets and liabilities as of the close of the fiscal year and of the results of its operations and of changes in surplus for such fiscal year, all in reasonable detail, including particulars as to convertible securities then outstanding, to be made and filed at the registered or principal office of the Corporation within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any member for a period of ten (10) years; and the

Treasurer shall mail or otherwise deliver a copy of the latest such statement to any member upon his written request therefore. The Financial Officer shall prepare all checks, forms and reports incident to employees of the Corporation and legal requirements regarding financial matters of the Corporation. The Financial Officer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

Section 8. Assistant Secretaries and Treasurers: The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 9. Bonds: The Board of Directors may by resolution require any or all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings: A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

Section 2. Special Meetings: Special meetings of the Board of Directors

may be called by or at the request of the President or any two (2) directors. Such meetings may be held at a place designated by the person(s) who call the meeting.

The person or persons calling a special meeting of the Board of Directors shall, at least two (2) days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose of the meeting. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully called.

Section 3. Notice of Meetings: Regular meetings of the Board of Directors may be held without notice.

Section 4. Quorum: A majority of the directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. Manner of Acting: Except as otherwise provided in this section, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Informal Action by Directors: Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 7. Dissolving the Corporation: The vote of a majority of the directors then holding office shall be required to adopt a resolution dissolving the Corporation.

ARTICLE VI CONTRACTS, LOANS, AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

ARTICLE VII GENERAL PROVISIONS

Section 1. Seal: The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is the inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate 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 Non-profit Corporation Act or under the provisions of the charter or By-Laws 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. Fiscal Year: Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from January 1 through December 31.

Section 4. Amendments: Except as otherwise provided herein, these By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a majority of the members present at the annual meeting. The notice of such annual meeting at which amendments are to be changed shall so state.

ARTICLE VIII CERTIFICATES OF MEMBERSHIP & THEIR TRANSFER

Section 1. Certificates of Membership: Certificates representing membership in the Corporation shall be issued, in such form as the Board of Directors shall determine, after approval of application and receipt of membership fee. Certificates shall be signed by the President or any Vice-President and the Membership Secretary. They shall be consecutively numbered or otherwise identified; and the name and address of the person to whom issued shall be entered on the membership books of the Corporation.

Section 2. Transfer of Certificates of Membership: Transfer of membership shall be made on the membership books of the Corporation only upon surrender of the certificate for the member sought to be transferred either by the member or his duly authorized agent, transferee, or legal representative. All certificates surrendered for transfer shall be cancelled before new certificate for the transferred membership shall be issued.

Section 3. Lost Certificates: The Board of Directors or the Membership Secretary may authorize the issuance of a new certificate of membership in place of a certificate claimed to have been lost or destroyed, upon receipt of a written statement of such fact from the person claiming loss or destruction.

Section 4. Closing Books and Fixing Record Date: For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, such record date in any case to be not more than fifty (50) days. In the case of a meeting of members, the date on which the notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such closing is adopted, as the case may be, shall be the record date for such determination of members.

ARTICLE IX MEMBERSHIP

Section 1. Each member of the Corporation, on paying the membership fee, plus the annual dues (and such special assessments as may be necessary, in the opinion of the Board of Directors, to carry out the purposes of the Corporation) as may be prescribed by the Board of Directors, shall be entitled to the full use and privileges of the Corporation for himself and members of his immediate family. "Immediate family," in this connection, shall be deemed to include only, by way of limitation, the spouse and the unmarried children of the member, (provided that "children" as used herein shall include minors living in the household of a member who stands in loco parentis to said minor), and shall also include

brothers, sisters, and parents of the member or of the member's spouse, who are permanent residents of the member's household.

At such time that a member family is divided by divorce, only one of the divorced couple may retain the membership. A new certificate may be required. Unmarried children in this situation may use the facilities as long as they reside with one (either) of the divorced couple.

Section 2. Determination of members: The Board of Directors shall itself determine who shall be members of this Corporation. A prospective member must be sponsored by a current member in good standing. The Board of Directors shall vote upon the application of any person wishing to become a member, and it shall require a three-fourth (3/4) majority vote of all the Board for membership. After a vote of acceptance, the Board shall authorize the Membership Secretary to issue an invitation to join. Memberships issued to organizations, i.e. churches for their minister, etc., that allow the user to change from time to time, are required to submit a completed application for each change in user meeting all of the requirements stated above. No additional fees will be required.

Section 3. Fees: Membership fees and annual dues shall be established by the Board of Directors.

Section 4. Payment of Dues: Annual dues and/or special assessments must be paid at the time designated and according to the current billing procedure as determined by the Board of Directors. Members who permit their annual dues to become delinquent shall relinquish their certificate if they do not pay the following year's dues plus the delinquent dues and any special assessments if they apply. Failure to meet this requirement is treated as automatic forfeiture of membership.

Section 5. Members Joining Prior to 14 July 1980: If a member who joined prior to 14 July 1980 wishes to withdraw from membership in the Corporation, the Corporation, at the discretion of the Board of Directors, may repurchase the Membership Certificate for the sum of three hundred dollars (\$300.00), regardless of the price paid by such member for his membership, with the stipulation that the purchase price shall be decreased by the amount of any delinquent dues outstanding. The member must make written request to the President or Membership Secretary to be put on the refund list for future consideration. The membership may be transferred from the owner to an immediate family member, but only one transfer may be made. No refund of membership fee shall be made after such transfer.

Section 6. No transfer of membership or refund of membership fees shall be made to any members joining after 14 July 1980.

Section 7. If paid memberships fall to one hundred fifty (150) or less at any regular annual meeting, for prior members of Concord Swimming Club the board has the authority to waive unpaid past dues and/or assessments. This authority will expire at the next regular annual meeting unless paid memberships remain below one hundred fifty (150).

ARTICLE X RULES

The Board of Directors shall establish such rules and regulations pertaining to the use of the Corporation assets and facilities as it may deem necessary and shall alter and change the same as circumstances may warrant. Failure of a member to follow and abide by such rules and regulations shall be grounds for a temporary or permanent suspension of all rights of membership,

upon a majority vote of the Board of Directors, and in cases where such suspension is permanent, such action by the Board of Directors shall be effective as a full and complete cancellation of all rights of the member whose membership is so terminated, and the Corporation shall not be liable for refund, re-payment, or return to such member of all or any part of the initial membership fee or dues theretofore paid by such member.

ARTICLE XI DISSOLUTION

If this Corporation be dissolved, the distributable assets of same shall be equally divided between the active, voting members of this Corporation, who are such active, voting members at the time such dissolution is declared. Inactive members shall not be entitled to share in the distribution of such assets.