

Greenwyche Club, Incorporated

By-Laws

Complete Revision

2023

STATE OF ALABAMA

MADISON COUNTY

ARTICLE I – NAME

The name of the Corporation shall be Greenwyche Club, Incorporated.

ARTICLE II – PURPOSE

SECTION 1. The purpose for which this Corporation formed is to promote the health and general welfare of its members, and to provide for social and other recreational activities of its members, and in pursuance thereof, to acquire and hold real property, to erect buildings, operate a swimming complex, any other recreational facilities, and to engage in any other activities necessary or incidental to the furtherance of these objectives.

SECTION 2. This Corporation shall not engage in the business of selling, keeping for sale, division, distribution or other dispositions, to its members or guests, at or near premises owned or controlled by the Club, for consumption by its members or guests, any liquors, liquids or beverages that are prohibited by the laws of the State of Alabama to be manufactured, sold or otherwise distributed in this State. Nor shall the club permit any game to be played for wager, or any gambling, or the keeping of any gambling device, on or about said premises. The failure of the Club to observe the requirements of this Article will result in forfeiture of the charter of incorporation and all rights incidental thereto.

ARTICLE III – GOVERNMENT

SECTION 1. This Club shall be managed by a Board of Directors, comprised of minimum of ten (10) and maximum of twelve (12) members in good standing, who shall be active members of the Club and elected by the general membership of the Club at the annual meeting. The number of Directors elected at the annual meeting will be determined each year and based on the number of positions, as outlined in Section 2, that are vacant. The Directors shall be elected by a majority vote of the members present at the annual meeting.

SECTION 2. Six (6) successor members of the Board shall be elected at the Board’s annual meeting each calendar year, consistent with Article VII, Section 3. The elected Director shall hold office for a period of one (1) year, or until their successors have been elected. If a Director vacates his or her seat prior to the expiration of the one (1) year term, replacement of that Director will follow the process outlined in Article IV, Section 4.

The Directors to begin October 1st following the annual meeting at which they are elected, and their term shall expire on September 30th after their initial election. No member of the Club shall serve as a Director for more than two (2) consecutive terms (2 years).

SECTION 3. Any member of the Board who shall cease to be a member of the Club shall automatically and immediately cease to be a member of the Board.

SECTION 4. The fiscal year of the Club shall run from October 1st – September 30th. Newly elected Board members shall be inducted during the October meeting of the year the individual is elected to serve.

SECTION 5. For all purposes herein, the term “mail” shall include First-Class US Mail and all manner of electronic communication. Electronic communication shall be the primary method of Notice to Members of Club meetings and Club business and the primary method of general communication among the Board and the Members.

SECTION 6. All Club Board procedures and meetings will follow Robert’s Rules of Order to ensure the Board can efficiently and effectively make and record decisions and plans regarding the Club’s policies, operations, and facilities unless otherwise provided in the By-Laws. If necessary, the President can appoint from the existing Board of Directors, a Parliamentarian, to ensure the Rules are followed. The Parliamentarian role would expire at the election of the next Board.

ARTICLE IV – BOARD OF DIRECTORS

The Board shall, subject to the provisions of the By-Laws of the Club:

SECTION 1. Transact all Club business, and make and amend rules for the regulation of the use of Club property. The Board shall appoint and remove such agents, servants, workmen and/or employees as it may deem necessary, and shall fix their duties, authority and compensation.

SECTION 2. Officers shall be elected from the Board, to include a President, Vice President – Operations, Vice President – Membership, Vice President -- Facilities, Secretary, and Treasurer. Seven (7) members of the Board shall constitute a quorum.

SECTION 3. Appoint and disband committees and define the powers and duties of each. The Board can appoint and dissolve additional committees beyond those identified in the By-Laws.

SECTION 4. In the event a Board member vacates his or her seat, select and appoint an active member of the Club to serve as an interim Board member. The interim Board member will serve the remainder of the time until the next annual meeting when an election for a replacement member will be held.

SECTION 5. Set a meeting schedule for the Board at the first meeting of a new fiscal year. Meetings of the Board shall be held monthly, or at such times and intervals as it deems necessary. All regular monthly meetings of the Board shall be open to all members in good standing with the Club.

If a Director fails to attend regular meetings of the Board of Directors for three (3) consecutive meetings or otherwise fails to perform any of the duties involving him as a Director, his or her office may be declared vacant by a two-thirds (2/3) majority vote of the Board of Directors and the vacancy filled as herein provided.

SECTION 6. Enforce the By-Laws and Rules and Regulations of the Club. Set Club policies and procedures. Fix, impose, and remit penalties for violation(s) of these By-Laws and/or Rules of the Club.

SECTION 7. The Board shall designate the Bank or Banks in which the funds of the Club shall be deposited. The monies shall be deposited with institutions that are insured by the Federal Deposit Insurance Corporation (FDIC), in such amounts not to exceed the amounts covered by the FDIC. The Board shall determine the manner in which these funds are to be handled. Specifically, the Board shall determine the procedure for executing checks, drafts and other instruments for payment of money drawn in the name of the Club. The Board shall always require that the signature of the President and the Treasurer, or a document evidencing the grant of authority by the President and Treasurer, shall appear on or shall accompany all checks, drafts, or other such instruments for all transactions in an amount greater than \$2,500.00.

SECTION 8. Any Board member who uses his or her personal funds to pay for items or services procured solely for the benefit of the Club, shall be reimbursed by the Treasurer. Receipts documenting said purchases shall be submitted to the Treasurer within thirty (30) business days from date on receipt, and the Treasurer shall reimburse the Board member no later than thirty (30) business days from the date the receipts were submitted. Board members must obtain Board approval prior to making out of pocket purchases larger than \$250.

SECTION 9. Review and approve or deny all applications for new membership.

SECTION 10. Submit, or review and rule upon proposals submitted requesting or recommending the dismissal of a current member of the Club.

Grounds for dismissal include, but are not limited to:

1. a single incident or pattern of behavior that violates the mission of the Club to provide a safe, family-friendly environment;
2. any verbal or physical behavior that jeopardizes the health, safety and/or enjoyment of any member or guest of the Club;
3. and/or failure to pay Club dues and/or fees.

SECTION 11. Process for Dismissal of a Club Member.

The Board will follow a three (3) strikes policy, unless the violation is deemed by the Board to be sufficiently egregious as to warrant an immediate suspension of the membership pending a vote on dismissal. The vote on dismissal must occur after a reasonable and prudent investigation into the alleged conduct has been conducted by the Board. In non-emergency situations, the first offense will merit a verbal warning that will be documented in the Club records. The second offense will trigger a written warning, advising that the next offense could result in dismissal. The third offense will subject the offender to a vote to dismiss by the Board, either by emergency meeting, or at the next scheduled

meeting of the Board. The vote to dismiss must occur after a reasonable and prudent investigation into the alleged conduct has been conducted by the Board.

SECTION 12. The Board shall make available the financial books of the Club for review, inspection or audit, upon any reasonable and good-faith request of a Board member or Club member.

SECTION 13. The Board shall adopt a multi-year financial plan (the "Plan") based on the recommendation of the Finance Committee. The Plan shall strive to anticipate ongoing operating costs and the date and amount of major expenditures, with the intention of establishing an appropriate quantity of memberships, member dues, and new-member joining fees. Variances to the Plan deemed necessary by the Board and Finance Committee for the most recent fiscal year will be reviewed with membership at each subsequent annual Board meeting. Updates to the Plan will support the timelines established in Article IX, Section 1 and the Plan will be shared with the membership at that time.

SECTION 14. Secure and maintain for the Club continuous liability, property, and any and all other types of insurance that will protect the members, the property, and the organization.

SECTION 15. Nothing in these By-Laws shall be construed to permit the Board to borrow or pledge the credit of the Club or permit to sell or lease any real property belonging to the Club without a 2/3 vote of all Active Members in good standing.

SECTION 16. Indemnification of the Board. The Club shall indemnify every Board member, Officer and Manager, their heirs, executors and assigns, against all costs and expenses, settlements and verdicts, including counsel fees reasonably incurred by them in connection with any action, suit or proceeding in which they may be made a party by reason of their being, or having been, a Board member, Officer or Manager of the Club, unless any Board member, Officer or Manager is adjudged in any action, suit or proceeding to be liable for gross negligence or intentional, willful and/or wanton misconduct. The Club will not indemnify a Board member, Officer or Manager for any portion of a settlement or verdict that is based upon a finding of liability for gross negligence or intentional, willful and/or wanton misconduct against said Board member, Officer and/or Manager.

SECTION 17. The Board shall be responsible for drafting and enforcing the duties, policies and procedures governing each of the following committees:

1. Nomination Committee
2. Finance Committee
3. Social, Fundraising, Pool/Pavilion Rental, and Concessions Committee
4. Ball Field and Tennis Committee
5. Pool and Grounds Maintenance
6. Swim Team
7. Dive Team

The duties and responsibilities of the Committees are described in detail as defined in the Greenwyche Club Operating Procedure. The job descriptions outlined in the Greenwyche Club Operating Procedure are incorporated by reference into these By-Laws, and are a part thereof. The Greenwyche Club Operating Procedure can be changed with a 2/3 majority vote of the Board without requiring a vote by membership at large.

SECTION 18. Any member of the Board may be removed from the Board for a just cause by a vote that constitutes a quorum of the Board (7 members).

ARTICLE V – OFFICERS

SECTION 1. At the annual meeting, the Board shall elect its Officers. The Officers elected shall be:

1. President
2. Vice-President – Operations
3. Vice President – Membership
4. Vice President – Facilities
5. Secretary
6. Treasurer

The Previous President shall be a member of the Board and votes only in the case of a tie. He or she shall assume the position upon the election of the new President.

SECTION 2. The duties and responsibilities of the President, Vice President – Operations, Vice President – Membership, Vice President – Facilities, Secretary and Treasurer are described in detail, and as defined in the Greenwyche Club Operating Procedure. The job descriptions outlined in the Greenwyche Club Operating Procedure are incorporated by reference into these By-Laws, and are a part thereof. The Greenwyche Club Operating Procedure can be changed with a 2/3 majority vote of the Board without requiring a vote by membership at large.

SECTION 3. The positions of President and Treasurer are limited to one (1) two-year term. Upon the completion of said two-year term, a different Board member must serve a complete two-year term before any Board member who previously held the position of President or Treasurer may serve in the same role. At the discretion of the Board, and subject to a vote that constitutes a quorum, the aforementioned individual(s) may serve a consecutive term.

SECTION 4. The Board President shall preside over all Board meetings, and meetings of the Club, and shall serve as the Chief Executive Officer of the Club. The President shall appoint based on recommendations from the Nomination Committee, subject to the confirmation by a majority of the members of the Board, the chairperson for each committee.

The Vice President – Facilities shall serve as the Chair of the Pool and Grounds Maintenance Committee. The Treasurer shall serve as Chair of the Finance Committee.

SECTION 5. In the absence of, or at the request of the President, a Vice President shall perform all the functions of the President. The Vice President shall serve as an ex-officio member of each committee. The hierarchy for back filling the President role will be the following: 1) Vice President – Operations; 2) Vice President – Membership; and 3) Vice President – Facilities.

ARTICLE VI – MEETINGS

SECTION 1. The annual meeting of the Club shall be held no later than September 30th of each year, on a date, and at a location and time to be determined by the Board. Notice of the date, time and location of the annual meeting, and all applications for vacant Board positions, shall be sent to all Board members and Active Members of the Club in good standing, via email or other approved method, no later than thirty (30) days prior to the meeting date. The Notice shall include a list of the business to be discussed at the meeting, and include the names of any members up for election or appointment to the Board or to an Office within the Board. Sending said notice to the last known email address of the member shall constitute notice.

SECTION 2. The Board sets the meeting schedule and approve a single set of the Rules of Conduct to be followed at the annual meeting and all regular meetings of the Club.

SECTION 3. The annual meeting shall be for the purpose of electing Directors and Officers, presenting committee reports, and for the transaction of such other Club business as may be indicated in the notice or may be brought before the membership.

SECTION 4. Special meetings of the Club may be called by the Board by giving five (5) calendar days electronic notice, to all Active Members stating the purpose of the meeting; no other business shall be conducted at the Special Meeting.

SECTION 5. Only one vote per Active Member shall be cast for any Club business. Any Active Member may be represented by written proxy if unable to attend in person. Votes shall be cast at the meeting, but a minimum of three (3) members, (including those represented by proxy) may present and approve a motion requiring vote by roll-call. An election of a Board member at a Special Meeting shall be conducted by secret ballot.

SECTION 6. Majority rule shall apply in all voting except as specified in other sections of these By-Laws. A quorum for all membership meetings shall consist of seven (7) members of the Board plus a simple majority of the Active Members in good standing present at the meeting either in person or by proxy.

SECTION 7. The President may call a special meeting of the Board as he or she deems necessary; any three (3) members of the Board may call a special meeting of the Board; and any five (5) Active Non-Board members may call a special meeting of the Board. The request shall be in writing, and submitted to the Secretary, who shall set the date and time and location of the meeting, and distribute notice of the meeting to the members via electronic notice.

ARTICLE VII – BOARD NOMINATIONS

SECTION 1. The period for submitting nominations and the procedure for submitting nominations for vacant Board positions shall be set by the Board at least thirty (30) days prior to the Annual Meeting of the current season.

SECTION 2. The Board shall count and certify the results of the balloting and report the results of the election to the members at the annual meeting, or as soon as practicable thereafter.

SECTION 3. Election of Board members shall occur by simple majority vote of Active Membership in good standing who cast a ballot. The Board shall prepare a ballot of such nominations, and the Secretary shall mail the ballots to the members no later than thirty (30) days before the annual meeting, with a deadline for return of said ballot no later than five (5) business days before the annual meeting.

SECTION 4. If a vote is cast by proxy, the proxy maker shall indicate on the certificate so provided the name of the individual(s) selected as the proxy holder.

ARTICLE VIII – MEMBERS

SECTION 1. Membership in the Club shall be limited to persons approved by the Board at the annual meeting of the Board, and shall be further limited to 265 family memberships, with members defined as follows:

1. Family Members
 - a. Household Membership – Includes all persons living in the same household (up to two adults or heads of household) and all children living in the house aged 26 or less.
 - i. Individual Family Members who are physically or mentally disabled and living at the same legal residence as, and is/are a legal dependent of, the Household is/are exempt from the age restrictions, and shall continue to enjoy the club as a Family Member defined above.
2. Single Members
 - a. Individuals greater than 26 years of age must obtain his or her own membership as a Single Member regardless of physical address.

An Active Member is defined as a member in good standing, who has paid all required dues and assessments as required for the current season. Only active members in good standing are eligible to vote. Only one vote is allowed per membership.

The adult (19 years of age or older) individual identified as the Member (“Assignor”) may assign all rights of said membership to the individual’s adult spouse, domestic partner, head of household, (“Assignee”) but only if the Assignee’s legal residence is the same as that of the Assignor. Proof of residency and age will be required prior to the assignment of a membership. A request to assign the membership must be in writing, and submitted to the Board. The term of the assignment shall be set forth in the written request. During the term of the assignment, the Assignor shall give up all rights bestowed by the membership and these By-Laws, and the Assignee shall assume said rights for the term of the assignment.

SECTION 2. Any member of the Club may withdraw from membership at any time, subject to the provision(s) in Article IX – DUES AND FEES. There will be no refunds of the current year’s fees, dues, premiums, or assessments.

SECTION 3. Members shall conduct themselves in a manner that promotes safety and the family-oriented purpose of the Club. No behavior or personal property that interferes with the safety, privacy, or enjoyment of the other members shall be tolerated at the Club. Violation of this provision shall subject the member to disciplinary action set forth in Article IV, Sections 6 and 11.

Any member violating any rules or By-Laws of the Club, may be suspended or expelled as a member after the procedures set forth Article IV are invoked. The suspension or expulsion of one member shall not affect the membership of any other member.

SECTION 4. Once the maximum permitted family memberships (265) have been issued, all subsequent applicants will be placed on a waiting list in chronological order based upon the date the application was received. The applicants on the waiting list shall be admitted to the Club as vacancies occur.

In the event that there is a waiting list to purchase a family membership, then new family memberships shall be limited to those families residing in a residence or owning residential lots within the Jones Valley Elementary School District area.

SECTION 5. At the sole discretion of the Board, a limited number of temporary memberships may be offered to wait-listed or prospective members, for the purpose of marketing the Club to attract new members. These memberships shall be active only from July 15th of the current calendar year to the last day of the season for that same year. The fee to be paid for the temporary membership shall be

informed by the multi-year projection discussed in Article IV Section 13. The temporary membership fee must be paid in full no later than July 15th of that calendar year. The membership and its associated fees may be pro-rated or modified subject to review and approval by a majority vote of the Board.

SECTION 6. The Board shall fix the conditions, terms and fees governing when guests of members may use the pool and facilities of the Club.

SECTION 7. Any property damaged by any member shall be promptly paid for by the responsible adult member.

SECTION 8. The Club assumes no responsibility to any person, member, guest or other, for any accident or injury that may occur at the Club.

SECTION 9. The Club assumes no responsibility for any personal property that is brought into the Club by any member, guest or other.

SECTION 10. The Board shall delegate to the Pool Manager, the authority to operate the Club facilities and the power to recommend disciplinary action against a member or members for violations of the rules and regulations of the Club. Notice of such recommendation shall be submitted to the Board within 24 hours of the occurrence. The Pool Manager has the authority to immediately remove any member or guest who engages in activity that threatens the health or safety of the individuals at the Club. The Pool Manager shall report directly to the Board on these matters within 24 hours of occurrence.

ARTICLE IX – DUES AND FEES

SECTION 1. The Board shall establish the amount of the annual fees, dues, premiums or assessments by January 31st of the year the fees, dues, premiums and assessments will be in effect. The amounts determined shall be presented to the members at the time of registration and documented on the Club's website, and shall be paid in full on or before May 1st. Failure to remit by May 1st will result in an automatic revocation of the membership. The amount of the fees, dues and premiums shall be informed by the financial Plan outlined in Article IV, Section 13.

SECTION 2. No additional fees, dues, premiums or assessments will be made after the timelines outlined in Article IX, Section 1, except upon recommendation(s) of the Board and passed by a majority vote of the Active Members present, or by proxy, at a regular or special meeting scheduled, with 30 days advance notice provided to the members.

SECTION 3. All members who hold a membership shall be required to pay all dues, assessments, fees, charges and liabilities incurred each year, whether the pool facilities are used by them or not. This obligation shall continue until the member notifies the Club in writing of the member's intention to resign.

Equity memberships, initiated prior to May 1, 2019, have been dissolved, and there shall be no refund of initiation fees.

SECTION 4. No dues, fees, or assessments shall be refunded in the event that the Club is required to suspend operations for any period of time.

SECTION 5. Members may become eligible for inactive status (non-dues paying) if all the following conditions have been met:

1. The subject member's place of residence becomes located outside an area included within the radius of twenty-five (25) miles from the limits of the city of Huntsville, Alabama.
2. The anticipated period of residency outside said area is during the months of June, July, and August, inclusive.
3. Subject member submits to the Board of Directors in writing a request that he be placed in an inactive, non-voting status "each year."
4. That such request is approved by action of the Board of Directors, and that member notified each year.

SECTION 6. Upon the termination of a membership, the member's privileges to use the Club shall be null and void, and the member shall immediately pay in full all outstanding debts owed to the Club. If the member does not surrender payment of outstanding debts, it shall prohibit the member from re-joining.

SECTION 7. In any dispute concerning the payment of any monies due to the Club, a hearing shall be held before the Board. After the hearing, the Board will render a decision according to the applicable provisions of these By-Laws, and the Board's ruling shall be final.

ARTICLE X – COMMITTEES

SECTION 1. The standing committees shall be:

1. Nomination Committee
2. Finance Committee
3. Social, Fundraising, Pool/Pavilion Rental, and Concessions Committee
4. Ball Field and Tennis Committee
5. Pool and Grounds Maintenance
6. Swim Team
7. Dive Team

The committees and the actions they take shall be fully-subject to these By-Laws, and the direction and authority of the President, to whom each committee chairperson shall report.

Each committee shall have a chairperson that is not a current Board Officer. Each committee represents one (1) vote at Board meetings except for the Nomination Committee, which is a non-voting committee. Therefore, each chairperson shall coordinate with the representatives prior to voting. The duties and responsibilities of each committee are described in detail, and defined in the Greenwyche Club Operating Procedure. The job descriptions outlined in the Greenwyche Club Operating Procedure are incorporated by reference into these By-Laws, and are a part thereof. The Greenwyche Club Operating Procedure can be changed with a 2/3 majority vote of the Board without requiring a vote by membership at large.

SECTION 2. The President, Vice President – Operations, Vice President – Membership, and Vice President – Facilities shall be ex-officio members of each committee. They may attend separate committee meetings as they deem fit, or are requested to attend.

SECTION 3. Each committee shall be comprised of two or more members and the Chairperson with the exception of the Finance and Nomination Committees. The Nomination Committee shall include the previous President as the Chairperson and two (2) Active members appointed by the previous President and current President. The Finance Committee shall include the Treasurer, the Chairperson, and three (3) Active members appointed by the previous President and current President.

The committees shall meet as necessary, and report the results of said meetings at the Board meetings throughout the year. Each committee shall keep minutes and records and shall work together to maintain the membership, aesthetics, safety and enjoyment of the Club.

ARTICLE XI – MISCELLANEOUS

SECTION 1. Any questions as to the meaning or interpretation of any of the provisions of these By-Laws shall be directed to, and resolved, by the Board.

SECTION 2. These By-Laws may be amended by a 2/3 vote of Active Members. Voting will be in person or by proxy, at the annual meeting or a special meeting of the Club, as long as thirty (30) days electronic notice is provided to the active members by the Secretary.

SECTION 3. All posted pool hours are subject to guard availability. Greenwyche will not open without adequate guard coverage.

Pool Closure Policy:

1. The pool will close due to the following weather conditions for a minimum of 30 minutes: below 70 degrees, thunder, lightning or whenever deemed necessary in the judgment of the Pool Management to ensure the safety of Club Members and their Guests. Notification must be given to a member of the Club's Board of Directors.
2. Pool closings due to equipment failure, vandalism, inadequate staging or unsanitary swimming conditions will announced to the membership to the extent possible.

The pool may close to the general membership from time to time for swim meets and/or other special events. These closings will be posted on the website and social media, and announced to the membership at least one week prior to the event.

SECTION 4. All private swim lessons must provide proof of insurance to cover the instructor and swimmer(s) since the Club's insurance does not cover these types of lessons.