

**BY-LAWS
OF
PIEDMONT RECREATION ASSOCIATION**

ARTICLE ONE

ASSOCIATION

THE NAME OF THIS ASSOCIATION SHALL BE:

PIEDMONT RECREATION ASSOCIATION

ARTICLE TWO

PURPOSES

THIS ASSOCIATION SHALL BE OPERATED AS A NON-PROFIT ASSOCIATION FOR THE FOLLOWING PURPOSES:

- (1) TO PROMOTE AND SPONSOR ATHLETIC AND RECREATIONAL ACTIVITIES FOR THE RESIDENTS OF THE PIEDMONT HIGH SCHOOL COMMUNITY OF UNION COUNTY, NORTH CAROLINA.
- (2) TO UNITE THE COMMUNITY BEHIND A SPORTSMANSHIP PROGRAM AIMED AT TEACHING A VARIETY OF SPORTS TO BOYS AND GIRLS OF ALL AGES UNDER THE GUIDANCE AND DIRECTION OF DEDICATED COACHES AND PARENTS.
- (3) TO SPONSOR ANY TYPE OF ATHLETIC TEAMS DEEMED ADVISABLE BY THE DIRECTORS OF THIS ASSOCIATION.
- (4) TO PROVIDE PUBLIC RECREATIONAL FACILITIES FOR THE PIEDMONT COMMUNITY BY OPERATING AND MAINTAINING A RECREATIONAL PARK.

ARTICLE THREE

MEMBERSHIP

MEMBERSHIP IN THIS ASSOCIATION SHALL BE OPEN TO BUT NOT LIMITED TO RESIDENTS OF THE PIEDMONT COMMUNITY DESIRING ENTRY INTO THE ASSOCIATION BY PAYMENT OF THE ANNUAL DUES. (SEE ARTICLE ELEVEN)

ARTICLE FOUR

MEETING (MEMBERS)

THE ANNUAL MEMBERSHIP MEETING OF THIS ASSOCIATION SHALL BE HELD ON THE THIRD¹ MONDAY IN OCTOBER EACH AND EVERY YEAR. THE SECRETARY SHALL CAUSE TO BE MAILED TO EVERY VOTING MEMBER IN GOOD STANDING, AT HIS/HER ADDRESS AS IT APPEARS IN THE MEMBERSHIP ROLL BOOK OF THIS ASSOCIATION, A NOTICE TELLING THE TIME AND PLACE OF SUCH ANNUAL MEMBERSHIP MEETING, SAID NOTICE BEING MAILED AT LEAST FOUR (4) DAYS, BUT NO MORE THAN TEN (10) DAYS, PRIOR TO THE DATE OF SUCH MEETING.

THE PRESENCE OF NOT LESS THAN FIFTEEN (25²) VOTING MEMBERS SHALL CONSTITUTE A QUORUM AND SHALL BE NECESSARY TO CONDUCT THE BUSINESS OF THIS ASSOCIATION, BUT A LESSER NUMBER MAY ADJOURN THE MEETING FOR A PERIOD OF NOT MORE THAN TWO (2) WEEKS FROM THE DATE SCHEDULED BY THESE BY-LAWS AND THE SECRETARY SHALL CAUSE A NOTICE OF THIS SCHEDULED MEETING TO BE PUBLISHED. (SEE SPECIAL MEETINGS) A QUORUM AS HEREINBEFORE SET FORTH SHALL BE REQUIRED AT ANY ADJOURNED MEETING.

SPECIAL MEETINGS OF THE MEMBERSHIP OF THE ASSOCIATION SHALL BE HELD AS THE SAME ARE NEEDED AND REQUESTED BY;

- (A) THE PRESIDENT OF THE ASSOCIATION
- (B) TWO (2) MEMBERS OF THE BOARD OF DIRECTORS
- (C) **TWENTY FIVE (25)²** VOTING MEMBERS OF THE ASSOCIATION

AT SPECIAL MEETINGS, NO BUSINESS MAY BE TRANSACTED OTHER THAN THAT SPECIFIED IN THE NOTICE OF SUCH SPECIAL MEETING.

NOTICE OF SPECIAL MEETINGS OF THE MEMBERSHIP OF THE ASSOCIATION STATING THE PLACE, DAY, AND HOUR OF THE MEETING AND THE PURPOSE (S) FOR WHICH THE MEETING IS CALLED SHALL BE PUBLISHED IN A NEWSPAPER OF GENERAL CIRCULATION THROUGHOUT THE PIEDMONT HIGH SCHOOL AREA, SAID NOTICE BEING PUBLISHED AT LEAST FOUR (4) DAYS, BUT NO MORE THAN TEN (10) DAYS, PRIOR TO THE DATE OF SUCH MEETING.

ARTICLE FIVE

VOTING

FOR THE PURPOSE OF VOTING, ONE (1) VOTE SHALL BE ALLOTTED FOR EACH PAID MEMBERSHIP. NO VOTING BY PROXY SHALL BE PERMITTED.

¹ Was fourth 12/08/03

² Was Fourteen (14) 12/08/03

AT ALL MEETINGS, VOTING SHALL BE BY A SHOW OF RAISED HANDS; EXCEPT, HOWEVER, ELECTION OF OFFICERS AND DIRECTORS SHALL BE BY SECRET BALLOT. BALLOTS SHALL BE PROVIDED AND THERE SHALL NOT APPEAR ANY PLACE ON SUCH BALLOT ANY MARK OR MARKING THAT MIGHT INDICATE THE PERSON CASTING SUCH BALLOT. AT ANY VOTES BY BALLOT, THE CHAIRMAN OF THE MEETING SHALL IMMEDIATELY, PRIOR TO THE COMMENCEMENT OF BALLOTING, APPOINT A COMMITTEE OF THREE (3) THAT SHALL ACT AS "INSPECTORS OF ELECTION" AND, AT THE CONCLUSION OF SUCH BALLOTING, ADVISE THE CHAIRMAN THE RESULTS OF THE BALLOTING. NO INSPECTOR OF ELECTION SHALL BE A CANDIDATE FOR OFFICE.

AT ANY REGULAR OR SPECIAL MEETING, IF A MAJORITY SO REQUIRES, ANY QUESTION MAY BE VOTED UPON IN THE MANNER AND STYLE PROVIDED FOR ELECTION OF OFFICERS AND DIRECTORS.

ARTICLE SIX

BOARD OF DIRECTORS

THE BUSINESS OF THIS ASSOCIATION SHALL BE MANAGED BY A **FIFTEEN (15)³**-MEMBER BOARD OF DIRECTORS, CONSISTING OF THE FOUR (4) OFFICERS OF THE ASSOCIATION, THE THREE (3) AREA REPRESENTATIVES, THE FOUR **(5) INDIVIDUAL SPORT DIRECTORS⁴**, THE **PARK⁵** DIRECTOR, THE FUND RAISING DIRECTOR, AND THE ADJACENT LAND OWNERS DIRECTOR. ALL OF THE DIRECTORS SHALL BE RESIDENTS OF UNION COUNTY OF THE STATE OF NORTH CAROLINA AND MEMBERS OF THE ASSOCIATION IN GOOD STANDING.

THE BOARD OF DIRECTORS SHALL HAVE THE CONTROL AND MANAGEMENT OF THE AFFAIRS AND BUSINESS OF THIS ASSOCIATION. SUCH BOARD OF DIRECTORS SHALL ONLY ACT IN THE NAME OF THE ASSOCIATION WHEN IT SHALL BE REGULARLY CONVENED BY ITS CHAIRMAN AFTER DUE NOTICE TO ALL THE DIRECTORS OF SUCH MEETING.

NINE (9)⁶ OF THE MEMBERS OF THE BOARD OF DIRECTORS SHALL CONSTITUTE A QUORUM.

EACH DIRECTOR SHALL HAVE ONE (1) VOTE AND SUCH VOTING MAY NOT BE DONE BY PROXY.

³ Was fourteen (14) 12/08/03

⁴ Was four (4) 12/08/03

⁵ Was Fieldhouse Director 12/08/03

⁶ Was five (5) 12/08/03

VACANCIES IN THE SAID BOARD OF DIRECTORS SHALL BE FILED BY A VOTE OF THE MAJORITY OF THE REMAINING MEMBERS OF THE BOARD OF DIRECTORS FOR THE BALANCE OF THE TERM.

THE PRESIDENT OF THE ASSOCIATION, BY VIRTUE OF THIS OFFICE, SHALL BE CHAIRMAN OF THE BOARD OF DIRECTORS. THE PRESIDENT SHALL VOTE ONLY IN CASES OF A TIE UNLESS OTHERWISE SPECIFIED HEREIN ON SPECIFIC MATTERS.

THE BOARD OF DIRECTORS MAY MAKE SUCH RULES AND REGULATIONS COVERING ITS MEETINGS AS IT MAY, IN ITS DISCRETION, DETERMINE NECESSARY. IN THE EVENT A SITUATION ARISES WHICH IS NOT COVERED BY THE RULES AND REGULATIONS ADOPTED BY THE BOARD OF DIRECTORS OR THE GENERAL LAWS OF THE STATE OF NORTH CAROLINA, THEN, IN SUCH EVENT, THE LATEST EDITION OF ROBERTS RULES OF ORDER SHALL BE USED.

A DIRECTOR OR OFFICER MAY BE REMOVED WHEN SUFFICIENT CAUSE EXISTS FOR SUCH REMOVAL. A VOTE BY SIMPLE MAJORITY OF THE REMAINING MEMBERS SHALL DETERMINE SUFFICIENT CAUSE.

THE SECRETARY OF THE ASSOCIATION SHALL KEEP A RECORD OF EACH BOARD MEMBER'S ATTENDANCE AT MEETINGS OF THE BOARD OF DIRECTORS, AND THE BOARD SHALL DETERMINE WHETHER AN ABSENCE IS EXCUSED OR UNEXCUSED. IN THE EVENT OF TWO (2) CONSECUTIVE UNEXCUSED ABSENCES FROM THE BOARD MEETING, THE BOARD OF DIRECTORS MAY, BY A SIMPLE MAJORITY VOTE OF THE REMAINING MEMBERS OF THE BOARD, REMOVE SUCH DIRECTOR FROM THE BOARD OF DIRECTORS (AS WELL AS FROM HIS OR HER POSITION AS AN OFFICER IN THE CASE OF AN OFFICER-DIRECTOR) AND REPLACE HIM OR HER WITH ANOTHER PERSON ELIGIBLE FOR ELECTION TO THE BOARD AND/OR AS AN OFFICER, AS THE CASE MAY BE, FOR THE UNEXPIRED TERM OF THE BOARD MEMBER SO REMOVED BY SIMPLE MAJORITY VOTE. UPON THE VOTING TO REMOVE A MEMBER OF THE BOARD OF DIRECTORS, THE PRESIDENT SHALL BE ALLOWED TO VOTE.

ARTICLE SEVEN

OFFICERS

THE OFFICERS/DIRECTORS OF THE ASSOCIATION SHALL BE AS FOLLOWS:

*PRESIDENT
VICE PRESIDENT
SECRETARY
TREASURER
FAIRVIEW AREA REPRESENTATIVE
NEW SALEM AREA REPRESENTATIVE
UNIONVILLE AREA REPRESENTATIVE
SOFTBALL DIRECTOR
BASEBALL DIRECTOR*

SOCCER DIRECTOR
FOOTBALL DIRECTOR (IF VOTED IN 12/8/03)⁷
BABE RUTH BASEBALL 13 > OVER DIRECTOR
PARK DIRECTOR⁵
FUND RAISING DIRECTOR
ADJACENT LAND OWNER DIRECTOR

THE ABOVE **FIFTEEN³** OFFICERS/DIRECTORS SHALL CONSTITUTE THE BOARD OF DIRECTORS.

PRESIDENT:

THE PRESIDENT SHALL PRESIDE AT ALL MEMBERSHIP MEETINGS.

HE/SHE SHALL, BY VIRTUE OF HIS/HER OFFICE, BE CHAIRMAN OF THE BOARD OF DIRECTORS.

HE/SHE SHALL PRESENT, AT EACH ANNUAL MEETING OF THE ASSOCIATION, AN ANNUAL REPORT OF THE WORK OF THE ASSOCIATION.

HE/SHE SHALL APPOINT COMMITTEES, SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS.

HE/SHE SHALL MAKE SURE THAT ALL BOOKS, REPORTS, AND CERTIFICATES, AS REQUIRED BY LAW, ARE KEPT OR FILED.

HE/SHE SHALL HAVE SUCH POWERS AS MAY BE REASONABLY CONSTRUED AS BELONGING TO THE CHIEF EXECUTIVE OF ANY ASSOCIATION.

HE/SHE SHALL BE ONE OF THE TWO OFFICERS WHO MAY SIGN CHECKS OR DRAFTS OF THE ASSOCIATION.

VICE PRESIDENT:

THE VICE PRESIDENT SHALL, IN THE EVENT OF THE ABSENCE OR INABILITY OF THE PRESIDENT TO EXERCISE HIS/HER OFFICE, BECOME ACTING PRESIDENT OF THE ASSOCIATION WITH ALL THE RIGHTS, PRIVILEGES AND POWERS AS IF HE HAD BEEN DULY ELECTED PRESIDENT. **THE VICE PRESIDENT SHALL BE THE UCAC LILIASON.⁸**

SECRETARY:

THE SECRETARY SHALL KEEP THE MINUTES AND RECORDS OF THE ASSOCIATION IN APPROPRIATE BOOKS.

⁷ Added position 12/08/03

⁵ Was Fieldhouse Director 12/08/03

³ Was fourteen (14) 12/08/03

⁸ Added 12/08/03

IT SHALL BE HIS/HER DUTY TO FILE ANY CERTIFICATE REQUIRED BY ANY STATUTE, FEDERAL OR STATE.

HE/SHE SHALL GIVE AND SERVE ALL NOTICES TO MEMBERS OF THIS ASSOCIATION.

HE/SHE SHALL BE THE OFFICIAL CUSTODIAN OF THE RECORDS.

HE/SHE SHALL PRESENT TO THE MEMBERSHIP AT ANY MEETINGS ANY COMMUNICATION ADDRESSED TO HIM/HER AS SECRETARY OF THE ASSOCIATION.

HE/SHE SHALL ATTEND TO ALL CORRESPONDENCE OF THE ASSOCIATION AND SHALL EXERCISE ALL DUTIES INCIDENT TO THE OFFICE OF SECRETARY

TREASURER:

THE TREASURER SHALL HAVE THE CARE AND CUSTODY OF ALL MONIES BELONGING TO THE ASSOCIATION AND SHALL BE SOLELY RESPONSIBLE FOR SUCH MONIES OR SECURITIES OF THE ASSOCIATION. MONIES KEPT IN EACH INDIVIDUAL SPORT ACCOUNT WILL BE THE RESPONSIBILITY OF SAID SPORT'S TREASURER.

HE/SHE SHALL CAUSE TO BE DEPOSITED, IN A REGULAR BUSINESS BANK OR OTHER FINANCIAL INSTITUTION, ALL OF THE FUNDS OF THE ASSOCIATION.

HE/SHE MUST BE THE OFFICER WHO SIGNS CHECKS OR DRAFTS OF THE ASSOCIATION. NO SPECIAL FUND MAY BE SET ASIDE THAT SHALL MAKE IT UNNECESSARY FOR THE TREASURER TO SIGN THE CHECK ISSUED UPON IT (WITH THE EXCEPTION OF THE CONCESSION OPERATION).

HE/SHE SHALL RENDER A WRITTEN ACCOUNT OF THE FINANCES OF THE ASSOCIATION AT EACH REGULAR MEETING.

HE/SHE SHALL EXERCISE ALL DUTIES INCIDENT TO THE OFFICE OF TREASURER.

THE TREASURER'S BOOKS SHALL BE THE PROPERTY OF THE ASSOCIATION AND SHALL BE MADE AVAILABLE TO THE BOARD OF DIRECTORS FOR ANNUAL INSPECTION AND/OR AUDIT AT EACH ANNUAL MEETING.

NO PART OF THE NET EARNINGS, REAL PROPERTY, OR PERSONAL PROPERTY OF THE ASSOCIATION SHALL INURE TO THE BENEFIT OF ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PERSONS EXCEPT THAT THE ASSOCIATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE

PAYMENTS AND DISTRIBUTION IN FURTHERANCE OF THE EXEMPT PURPOSES OF THE ASSOCIATION.

IN THE EVENT OF DISSOLUTION, THE RESIDUAL ASSETS OF THE ASSOCIATION WILL BE TURNED OVER TO ONE OR MORE NON-PROFIT ORGANIZATIONS WITH SIMILAR PURPOSES OR TO ONE OR MORE ORGANIZATIONS WHICH ARE EXEMPT AS ORGANIZATIONS DESCRIBED IN SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1954.

ASSISTANT TREASURER: (NON VOTING POSITION)⁹

THE ASSISTANT TREASURER SHALL, IN THE EVENT OF THE ABSENCE OR INABILITY OF THE TREASURER TO EXERCISE HIS/HER OFFICE, BECOME ACTING TREASURER OF THE ASSOCIATION WITH ALL THE RIGHTS, PRIVILEGES AND POWERS AS IF HE/SHE HAD BEEN DULY ELECTED TREASURER.

ARTICLE EIGHT

ELECTION OF OFFICERS AND DIRECTORS

ALL OFFICERS AND AREA REPRESENTATIVES SHALL BE ELECTED AT THE ANNUAL MEMBERSHIP MEETING AS THEIR RESPECTIVE TERMS EXPIRE. SPORT DIRECTORS SHALL BE ELECTED AT THE ORGANIZATIONAL MEETINGS OF EACH INDIVIDUAL SPORT. ALL OFFICERS AND DIRECTORS SHALL HOLD THEIR TERMS OF OFFICE AS SET FORTH BELOW:

- (A) PRESIDENT, VICE PRESIDENT, SECRETARY, AND TREASURER SHALL BE ELECTED FOR A TERM OF TWO (2) YEARS. PRESIDENT AND TREASURER SHALL BE ELECTED FOR TERMS BEGINNING IN JANUARY OF EVEN NUMBERED YEARS. VICE PRESIDENT AND SECRETARY SHALL BE ELECTED FOR TERMS BEGINNING IN JANUARY OF ODD NUMBERED YEARS.
- (B) THE ASSISTANT TREASURER SHALL BE ELECTED FOR A ONE (1) YEAR TERM BEGINNING IN JANUARY. THIS WILL BE A NON-VOTING POSITION ON THE BOARD.⁹**
- (C) THE AREA REPRESENTATIVES SHALL BE ELECTED FOR A ONE (1) YEAR TERM BEGINNING IN JANUARY.
- (D) THE INDIVIDUAL SPORT DIRECTORS, **PARK** DIRECTOR AND FUND RAISING DIRECTOR SHALL SERVE TERMS OF ONE (1) YEAR.

⁹ Added to by-laws 12/803. Position had been in effect for 3 years.

- (E) THE ADJACENT LANDOWNERS POSITION SHALL BE SELECTED BY THE ADJACENT LANDOWNERS.

ARTICLE NINE

SALARIES

THE BOARD OF DIRECTORS SHALL HIRE AND FIX COMPENSATION OF ANY AND ALL EMPLOYEES WHICH THEY, IN THEIR DISCRETION, MAY DETERMINE TO BE NECESSARY IN THE CONDUCT OF THE BUSINESS OF THE ASSOCIATION.

ARTICLE TEN

COMMITTEES

ALL COMMITTEES OF THIS ASSOCIATION SHALL BE APPOINTED BY THE PRESIDENT SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS, AND THEIR TERM OF OFFICE SHALL BE FOR A PERIOD OF ONE (1) YEAR OR LESS IF SOONER TERMINATED BY THE ACTION OF THE BOARD OF DIRECTORS.

ARTICLE ELEVEN

DUES

FAMILY MEMBERSHIP DUES OF THIS ASSOCIATION SHALL BE SET EACH OCTOBER AT THE ANNUAL MEMBERSHIP MEETING BY THE BOARD OF DIRECTORS TO BE EFFECTIVE JANUARY 1. FAMILY MEMBERS OVER 18 YEARS OF AGE MUST OBTAIN SEPARATE MEMBERSHIP IN ORDER TO VOTE. (ONE (1) VOTE PER PAID MEMBERSHIP) MEMBERS MAY JOIN AT ANY TIME DURING THE YEAR AND ARE CONSIDERED VOTING MEMBERS FOR ONE YEAR FROM DATE OF PAID MEMBERSHIP. FAMILY MEMBERSHIP DUES ARE REQUIRED BEFORE DEPENDENTS WILL BE ALLOWED TO REGISTER FOR INDIVIDUAL SPORTS. FAMILY MEMBERSHIPS WILL NOT BE WAIVED FOR HARDSHIP CASES BY THIS ASSOCIATION. ANY SPONSORING SPORT MAY PAY THE MEMBERSHIP FEE FOR ANY FAMILY, WHICH IT CONSIDERS ELIGIBLE.

ARTICLE TWELVE

MASTER PLAN

THE BOARD OF DIRECTORS OF THIS ASSOCIATION IS CHARGED WITH DEVELOPMENT OF A MASTER PLAN FOR THE RECREATIONAL FACILITY, WHICH INCLUDES ACQUISITION OF LAND AND IMPROVEMENTS

THEREON. ANY AND ALL IMPROVEMENTS SHALL BE IN ACCORDANCE WITH THE ESTABLISHED MASTER PLAN. CHANGES TO THE MASTER PLAN MUST BE ESTABLISHED IN ACCORDANCE WITH ARTICLE THIRTEEN.

ARTICLE THIRTEEN

AMENDMENTS

THESE BY-LAWS MAY BE ALTERED, AMENDED, REPEALED OR ADDED TO BY A THREE-FOURTHS (3/4) VOTE OF THE MEMBERS AT A MEETING OF THE MEMBERS AFTER A NOTICE OF SUCH ALTERATION, AMENDMENT, OR OTHERWISE HAS BEEN MAILED TO ALL MEMBERS AT THEIR ADDRESSES AS SAME APPEAR IN THE MEMBERSHIP ROLL BOOK, AT LEAST FOUR (4) DAYS BEFORE THE SCHEDULED DATE SET FOR SUCH MEMBERS MEETING.