**Article I**

The name of the Corporation, incorporated under the laws of the State of Tennessee, shall be the Emory Valley Recreation Club, Inc.

**Article II**

The purpose for which this Corporation is formed is to promote the health and general welfare of its members and in pursuance thereof to construct, own, and operate a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities for the exclusive use of its members, their families, and qualified guests.

**Article III**

*Section 1: Principal Offices -*The principal offices of the Corporation shall be located in Oak Ridge, Anderson County, Tennessee.

*Section 2: Books and Records -*The books and records of the Corporation shall be kept and maintained by the appropriate officers of the Corporation.

**Article IV**

*Section 1: Definition of Membership -*A membership shall consist of the purchaser of the membership and those permanent residents, except employees, of his household designated by him at the time of purchase or thereafter, hereinafter referred to as members.

*Section 2: Qualifications for Purchase of Permanent Membership -*Permanent membership shall be open to property owners in the areas of the City of Oak Ridge as follows:

1. The area bounded by the Oak Ridge Turnpike, Lafeyette Drive, South Illinois Avenue, Edgemoor Road, and Melton Lake Drive, inclusive.
2. The subdivisions accessed from Melton Lake Drive not included in the area defined in item a.

*Section 3: Qualification for Purchase of Summer or Special Membership –*Summer or special membership shall be open to property owners or leasees of property owners in the City of Oak Ridge, *and property owners in adjoining areas surrounding the City of Oak Ridge subject to the approval of the majority of the Board of Directors.*

*Section 4: Approval of Membership -*All memberships will be subject to the approval of a majority of the Board of Directors.

*Section 5: Number and Types of Membership -*There shall be three types of membership as defined below:

1. Permanent Membership:  Those memberships secured by payment of a membership fee determined by the Board of Directors, not in excess of $1000.00.  A certificate of membership shall be issued by the Corporation.  All membership certificates shall be consecutively numbered and affixed with the seal of the Corporation.  All information pertaining to each certificate issued, such as name, address, serial number, date of issue, and amount paid thereon shall be entered in the records of the Corporation.  The maximum number of permanent memberships shall be one hundred forty (140), the actual number to be determined by the Board of Directors.

1. Special Memberships:  A special membership is a temporary membership granted by the Board of Directors, permitting use of the Corporation facilities during the swimming season in any one calendar year. There shall be three types of special memberships: Permanent Member Tenant, Inactive Member “renter,” Summer Member.  Neither the corporation nor the special member incurs any responsibility for continuance beyond one calendar year. The number of special memberships granted will be determined by the Board of Directors.

Special Membership Dues:  In the case of a tenant of a permanent member or a special membership replacing an inactive permanent member, the special member shall pay the annual dues and any applicable assessments in the place of the permanent member. All other special memberships shall pay the summer membership fee and any applicable assessments.

* 1. A special membership may be granted to a tenant of a permanent member, in which case the tenant is in place prior to the date that full annual dues are chargeable against each membership on the books of the Corporation as of May 15 of each year, the permanent member shall be exempt from payment of the annual dues and shall relinquish the privileges or use of Corporation facilities. The special member shall pay the annual dues and any applicable assessments. In the event that the tenant replaces a permanent member after this date, it is the responsibility of the permanent member to pay their annual dues on or before the above date, and to relinquish their key to the tenant and contact the EVRC membership coordinator with the name of the tenant and the date they are transferring special membership to them for the remainder of the swimming season during that calendar year. In the event the tenant fails to pay the annual dues, they will remain the responsibility of the permanent member.

* 1. A special membership may be granted for each inactive permanent member defined in Article IV, Section 5(c,i).  In this case, the special membership must be awarded to the next applicant on the membership waiting list. If there is no waiting list, the permanent member is responsible for finding a special member to replace them for the swimming season during that calendar year. If the permanent member wishes to remain inactive in subsequent years (up to five consecutive years total), the same special member may choose to renew their special membership during that time, and the special member shall pay the annual dues, as determined by the Board of Directors, and any applicable assessments.  The permanent member shall be exempt from payment of the annual dues and shall relinquish the privileges of the Corporation facilities.

* 1. A special summer membership may be granted at the discretion of the Board of Directors.  In this case, the special summer membership must be awarded to the next applicant on the membership waiting list once the waiting list to replace inactive members has been exhausted. The number of special summer memberships granted will be based on anticipated attendance by permanent members. The special summer member shall pay the summer membership fee, as determined by the Board of Directors, and any applicable assessments.

1. Inactive Membership:

* 1. Those permanent memberships which have been approved by the Board of Directors, prior to May 15, for inactive status. The members comprising the permanent membership shall relinquish the privileges of use of the Corporation facilities during the period of inactive status.

* 1. A member who is inactive for five consecutive years since 1990 must relinquish the membership. Inactive memberships not replaced by special memberships defined in Article IV, Section 5(b) shall not be eligible for any returned membership fees.

*Section 6: Application for Membership -*Persons desiring membership shall apply to the Board of Directors on forms provided by the Corporation.  Applicants for membership after a specified number have been issued (see Article IV, section 5 a) will be placed on a waiting list to be maintained by the Board of Directors.  When a membership becomes available, it will be offered to qualified applicants in the order of their appearance on the waiting list.

*Section 7: Membership Privileges -*Members who pay their annual dues and fees in accordance with the procedures set forth in these by-laws and abide by the established rules and regulations of the Corporation shall be considered in good standing.  A permanent membership shall be entitled to one vote in the proceedings of the Corporation.  Adult permanent members shall be entitled to hold office in the Corporation and serve on committees.

*Section 8: Transferring or Relinquishing a Membership -*At such a time as a member wishes to sell his membership or no longer qualifies for membership according to either Article IV, Section 2 or Article IV, Section 5 (c, ii), he shall go on a waiting list to relinquish his membership as outlined below.  So as not to cause a financial hardship to the Corporation, a limit will be set on the number of memberships that will be refunded each year, that number being 10% of the total membership including memberships that are terminated due to lack of payment.  If a member places his name on the on the waiting list to relinquish membership, prior to May 15 when full annual dues are chargeable against each membership on the books of the Corporation, they will only be liable for any and all delinquent dues from previous years; however, if the member adds his name to the waiting list after May 15, the member remains responsible for any and all delinquent dues from previous years, plus the annual dues for that year, but not subsequent years. The Corporation shall have the right to offset any amount owed to it by the outgoing member.

1. If a member sells his house, he may transfer his membership to the buyer of the house as a first option.  A new permanent membership certificate will be issued to the buyer of the house.
2. In all other cases, the membership certificate shall be returned to the Corporation and the member will be returned the membership fee according to the following schedule:

                     i.        Permanent members shall receive 50% of the membership fee paid, not to exceed $350.  The other 50% is retained by the Corporation as an initiation fee to cover capital improvements. In the event that a permanent member has paid a discounted membership fee, the Corporation will retain $350 to cover capital improvements. [Members who joined prior to March 1979, paid $300 or less, Members who joined between March 1979 and May 1981, paid $450].

*Section 9: Suspension of Membership Privileges and Revocation of Membership -*Membership privileges of members who do not comply with the rules and regulations governing the use of Corporation facilities and/or the provisions set forth in these by-laws will be subject to the penalties (suspension or revocation) set forth in said rules and regulations.  Membership privileges may be suspended up to one week by two or more members of the Pool Rules and Infraction Review Committee as a disciplinary measure as provided for in the rules and regulations.  Suspension of membership privileges for more than one week will be subject to a five-sevenths vote by the Board of Directors. Revocation of membership for violation of rules and regulations will be subject to a two-thirds vote of those voting at a meeting of the membership.  Memberships for which dues and penalty payment are not received by the end of the swimming season will be allowed to retain their membership only in the event that they pay delinquent annual dues and penalties on or before May 15 of the following year. The current year’s annual dues are still due and payable on or before May 15, but may be paid, with penalties as defined in Article V, Section 3 with the understanding that the member will be suspended from using the facilities of the Corporation until such time as his dues are brought current. Members who fail to pay the past due amount in its entirety prior to May 15 forfeit membership, including any and all rights to membership fees paid. A member who forfeits his membership due to lack of payment will not be allowed to purchase a new permanent membership, or obtain a special membership without first paying all past due penalties and annual dues.  Delinquency in financial obligations to the Corporation shall result in suspension or revocation of membership.  Members will be suspended from using the facilities of the Corporation until annual dues and penalties are paid in full as defined in Article V, Section 3. In the event of revocation of membership, the Corporation shall have the right to offset the amount owed to it by the outgoing member, so that any delinquencies of annual dues and/or late payment penalties will be deducted before any membership fees are returned. At the discretion of the Board of Directors, memberships may be sold with a discounted membership fee to replace memberships terminated for lack of payment.

*Section 10: Guest Privileges -*The use of pool facilities will be limited to members and their qualified guests, not to exceed eight at one time, except by approval of the Board of Directors or a Committee designated by the Board. Guests must be accompanied by a member.  The number of guests permitted will be based on anticipated attendance by members, who at all times will be allowed the use of the pool.  Other conditions and admission fees pertaining to guests will be set forth in the “Rules and Regulations Governing the Use of Pool Facilities.”  Each member will be furnished with appropriate identification by the Corporation.

Section 11: Liability and Assumption of Risk: - A condition of membership shall be that all Permanent and Special Members are required to sign the EVRC Waiver of Liability and Assumption of Risk, which states that the member agrees to indemnify and hold harmless the Emory Valley Recreation Club, its members, its agents, officers, committee members, trustees or affiliates from and against any liability incurred as a result of or in any manner related to the use of the swimming pool and facilities. By signing this document, the member acknowledges responsibility and liability for all members of his household and guests.

**Article V**

*Section 1: Dues -*Each membership shall be assessed dues in the amount determined annually by the Board of Directors.  Inactive memberships not replaced by special memberships defined in Article IV, Section 5 (b) shall pay 50% of the annual membership dues.

*Section 2: Assessments -*Assessments may be levied by a majority vote of an annual or special meeting of the members.

*Section 3: Payment of Dues and Assessments -*Facilities of the Corporation shall be available to permanent and special memberships only after all financial obligations to the Corporation have been paid by the membership.  Full annual dues are chargeable against each membership on the books of the Corporation as of May 15 of each year.  Dues may be paid without a penalty on or before May 15 each year.  After that date, a penalty for late payment shall be charged as set by the Board of Directors.  Memberships for which dues and penalty payment have not been received on or before May 15 of the following year will be subject to revocation under those provisions of Article IV, Section 9, dealing with delinquency in financial obligations.

*Section 4: Dues Adjustments -*Dues charged new members joining after May 31 will be determined by the Board of Directors.  The suspension of pool operation for any reason shall not be cause for refunding dues or fees.

*Section 5: Liability -*The holder of any type of membership shall be responsible for the payment of all charges or liabilities that may be imposed or incurred by members of his household to whom the privileges of the Corporation shall have been extended, and for all charges and liabilities imposed upon or incurred by guests sponsored by him or by a member of his household.  Notice of said charges and liabilities will be rendered such purchaser, and nonpayment within the foregoing thirty days will be considered delinquency in financial obligations.

**Article VI**

*Section 1: Annual Meeting -*The annual meeting of the members of the Corporation shall be held in Anderson County, Tennessee, during the month of October for the ensuing year at a time and place to be designated by the Board of Directors.  Members shall be duly notified of same not less than fifteen days prior thereto.  At such meeting the members shall elect directors to the Board of Directors and transact such other business as may properly come before it.

*Section 2: Special Meeting -*A special meeting of the members of the Corporation may be called at any time by the Board of Directors.  A special meeting shall be called by the President upon the request in writing of not less than ten percent of the members.  Due notice of a special meeting, showing the purpose thereof, shall be given the members not less than seven days prior thereto.

*Section 3: Quorum and Procedure Where No Quorum -*A quorum shall exist when not less than ten percent of the members are present or are represented by proxy.  If a meeting of the members of the Corporation has been duly called for any purpose, and at such meeting a sufficient number of members to approve or authorize the proposed action is not in attendance, then, if the notice of such a meeting stated that the procedure authorized by this section might be invoked, the members present or represented by proxy as such a meeting may, by a majority vote, call a further meeting of the members for the same purpose.  Fifteen days notice of the time, place, and purpose of such further meeting shall be given by advertisement inserted in a newspaper published in Anderson County, and by individual notice by mail, or e-mail.  At such further meeting the members present or represented by proxy shall constitute a quorum and by majority vote ay approve or authorize the proposed action and take other action which might have been taken at the original meeting if sufficient number of members had been present or represented by proxy, and the notice of such further meeting shall so state.

**Article VII**

*Section 1: Board of Directors -*The business and property of the Corporation shall be managed and controlled by a board of seven directors.  Regular election of directors shall take place at the Annual Meeting.  A nominating committee of three members shall be appointed by the president not less than 30 days prior to the Annual Meeting and shall not include any present director who is eligible for re-election.  Ballots shall be mailed, or e-mailed, to all permanent memberships in good standing at least 15 days prior to the Annual Meeting.  Ballots may be returned up to the closing of the polls at the Annual Meeting.  Elections to the Board of Directors shall be by plurality vote of those votes cast.  Directors will be elected for 2-year terms to fill the normal vacancies; a director elected to fill an unexpired term will be elected only for the remainder of the unexpired term.  No director shall serve more than two consecutive 2-year terms.  Directors shall take office at the February meeting following the Annual Meeting of the Corporation.

*Section 2: Vacancies -*In case of any vacancy in the Board of Directors, remaining directors by an affirmative vote of a majority thereof, may elect a successor to hold office until the next annual meeting and until the election of his successor for the unexpired term.

*Section 3: Removal of Directors-*The Board of Directors, by 5/7th vote of its entire membership, may remove any director for due cause.  Disagreement as to policy or procedure shall not constitute due cause, but otherwise the determination of due cause shall be determined by the board and such determination shall be final.

Any director of the Corporation may be removed from office by the affirmative vote of two-thirds of the voting members present in person or represented by proxy at the Annual Meeting, or at a special meeting called for the purpose, but only after an opportunity has been given him to be heard.  For this purpose a quorum shall consist of a simple majority of the membership.

*Section 4: Place of Meeting -*The Board of Directors shall hold their meetings in Anderson County, Tennessee, at such time and place as is designated by the President.

*Section 5: Meetings of Directors -*Regular meetings of the board shall be held during the months of February, March, April, May, June, July, August, and September at a time to be designated by the President and notices of such meetings shall be given to each director at least five days prior thereto.  Special meetings of the Board shall be called by the President upon the request of not less than three directors, and due notice of such meeting, showing the purpose thereof, shall be given the directors not less than three days prior thereto, excluding Sundays and holidays.

*Section 6: Quorum -*Four-sevenths of the Board of Directors shall constitute a quorum for the transaction of business.

*Section 7: Compensation of Directors -*Members of the Board of Directors shall be compensated for their services via a waiver of annual dues and shall not otherwise be gainfully employed by the Corporation.

**Article VIII**

*Section 1: Officers -*At the February meeting, the new Board of Directors shall elect officers.  The officers shall be President, First Vice-President, Second Vice-President, Secretary, and Treasurer and shall serve for one year.  No person may hold more than one office at one time.  Officers must be directors of the Corporation.  Officers shall take office immediately following their election.

*Section 2: Powers and Duties of the President -*The President shall preside at all meetings of the Corporation and of the Board of Directors.  He shall have powers to sign certificates of membership and checks of $100.00 or less, to cosign and execute all contracts and instruments of conveyance in the name of the Corporation, and to appoint and discharge agents and employees; provided, however, appointment or discharge of the swimming pool manager shall be subject to the approval of the Board of Directors.

*Section 3: Powers and Duties of the First Vice-President -*The First Vice-President shall have such powers as may be designated to him by the President.  In the absence or disability of the President, he shall perform the duties and exercise the powers of the President, including signing of legal instruments.

*Section 4: Powers and Duties of the Second Vice-President -*The Second Vice-President shall have such powers and duties as may be delegated to him by the President.  In the absence or disability of the President and First Vice-President, he shall perform the duties and exercise the powers of the President, including the signing of legal instruments.

*Section 5: Powers and Duties of the Secretary -*The Secretary shall keep the minutes of the meetings of the Board of Directors, of the meetings of the Corporation, and any other meetings which the Secretary is designated by the President to attend, in books provided for the purpose.  He shall attend to the giving and serving of all notices other than bills.  He shall sign with the President or a Vice-President, in the name of the Corporation, all contracts and instruments or conveyance, excepting checks, and shall affix the seal or the Corporation thereto.  He shall have charge or the books of certificates of membership, and such other books and papers as the Board of Directors may direct, and he shall perform in general all the duties incidental to the office of Secretary, subject to the control of the Board of Directors.  He shall submit such reports to the Board as may be requested by them.

*Section 6: Powers and Duties of the Treasurer -*The Treasurer shall have custody of all funds and securities of the corporation which may come into his hands; when necessary or proper, he shall endorse on behalf of the Corporation for collection of all negotiable instruments and shall deposit the same to the credit of the Corporation in such bank or banks as the Board of Directors may designate.  Whenever required by the Board of Directors he shall render a statement of his cash account; he shall cause to be entered regularly in the books of the Corporation, to be kept for that purpose, a full and accurate account of the Corporation.  All disbursements of funds of the Corporation shall be made by checks signed by the Treasurer, President, or either Vice-President; checks in excess of $200.00 shall be signed by two of the officers; however, the Board of Directors may, by resolution, provide for the establishment and replenishment of a petty cash fund.  He shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.  He shall make his books of account available for an audit as directed by the Board of Directors.

**Article IX**

*Section 1:*The Board of Directors shall provide for such committees as it deems necessary.

* 1. Management Committee:  A management committee may be formed to operate and maintain the swimming pool and grounds.  The chairman of the committee shall be a Board member.  Method of rotation of the chairman and members will be decided by the Board of Directors.

* 1. Pool Rules and Infraction Review Committee:  This committee may be appointed by the Board of Directors or the President and shall consist of a minimum of representatives from four separate memberships.  It will be the duty of this committee to recommend new regulations or revisions of the old to the Board or Directors for approval.  All infractions of existing rules and regulations shall be brought to this committee for review and action. If the infraction is of serious nature, it shall be passed on to the Board of Directors for appropriate action.  Refer to Article IV, Section 9.

*Section 2: Powers and Duties -*The powers and duties of committees are as defined in these by-laws and/or as additionally defined by the Board or Directors.

**Article X**

*Section 1: Notices to be Mailed -*All notices mentioned in these by-laws shall be mailed, or e-mailed, to the address of the person entitled thereto shown on the books of the Corporation, and the mailing of same, postage prepaid, or e-mailing shall constitute good notice.

*Section 2: Voting -*At meetings of members of the Corporation, each holder of a permanent membership who satisfies the requirements of Article IV, Section 2, may cast one vote.  Voting can also be registered by proxy.  Proxy is defined here as signed vote on a specific issue.  It shall be the duty of the Secretary to prepare and make, at least five days before every election, a complete list of members of the Corporation entitled to vote and such list shall be open for inspection by any member and shall be produced at the time and place of such election and kept there until the election is concluded.  The President shall appoint inspectors and tellers as required.  The ballots shall be kept by the Secretary for a period of thirty days after each annual election for inspection by the members.

**Article XI**

*Section 1: Amendment of By-Laws -*These by-laws may be amended or repealed or new by-laws made by action of the members of the Corporation only.

*Section 2: Amendment Procedure -*Amendment, repeal, or making of new by-laws shall be submitted and made in the following manner:  Notice of the proposed amendment, repeal, or new by-law shall be mailed, or e-mailed, to each member of the corporation at least seven days prior to any meeting at which such proposal shall be considered.  Amendment, repeal, or making of new by-laws shall require an affirmative vote by two-thirds of the members present or represented by proxy.

Article XII

*Section 1: Execution of Corporate Papers -*All written obligations of the Corporation, except checks, shall be executed by the President and the Secretary, or either Vice-President and the Secretary, and shall be solemnized by the affixation of the corporate seal.  No obligation in writing of the Corporation failing to have the required signature or the Corporate seal shall be binding upon the Corporation.

*Section 2: Authority to Execute Papers -*No obligation on the part of the Corporation shall be entered upon without the prior approval of the Board of Directors except as to matters involving less than One Hundred Dollars ($100.00).

*Section 3: Corporate Books and Records -*Corporate books and records shall be open to inspection by permanent members at such times as may be fixed by the President, and such inspection shall take place at the customary place of keeping of said books and records.  The President shall fix such time at the request of any permanent member, said time to be within thirty days of such request.

*Section 4: Fiscal Year -*The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

*Section 5: Corporate Seal -*The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words “Corporate Seal” and “Tennessee.”  The Corporate Seal shall be kept by the Secretary.

*Section 6: Financial Statements -*There shall be prepared two sets of financial statements for each year; each set shall include an Income and Expense Statement and a Consolidated Balance Sheet as of the end of the reporting period.  The first set shall cover nine months through September 30, and shall be available for distribution at the Annual Meeting.  The second set shall cover the entire year, and shall be transmitted to each permanent membership within the first half of the next year.

*Section 7: Dividends -*There shall be no dividends to members of the Corporation.

*Section 8: Insurance -*The Corporation shall be adequately insured against accident or injury to any person resulting from Corporation activities or the use of Corporation facilities, and for property damage.

*Section 9: Budget -*Expenditures and obligations may be incurred only for the purposes authorized by the Board of Directors in an annual budget or supplement or amendments thereto.

*Section 10: Real Property -*Real property of the Corporation may be transferred or encumbered only upon the approval of a majority of the entire permanent membership.

*Section 11: Deposits of the Corporation - T*he funds of the Corporation “required to meet current operating expenses” shall be deposited only in national banks, state or trust companies operating in accordance with the laws of the State of Tennessee.  All deposits of the Corporation shall be in accounts which are insured within thirty days in total by the Federal Deposit Insurance Corporation, or other government agency.  All receipts are to be deposited within seven days of receipt by the Treasurer.

*Section 12: Investment of Funds -*The funds of the Corporation “not required to meet current operating expenses” may be deposited in banks as stated above in Section 11 or may be invested in obligations of the United States Government or a state, county, or city.  In addition, funds may be invested in a professionally managed, no-loan investment company approved by the Board of Directors.  They may not be loaned to or invested with any member of the corporation or to or with any other person or agency not specifically provided for.

*Section 13: Audit -*The Board of Directors shall cause the books of the Corporation to be audited annually by auditors who shall not be directors of the Corporation.

*Section 14: Indemnification of Directors and Officers -*The Corporation shall indemnify any person who is serving or has served as a director or officer of the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is mad a party by reason of being or having been a director or officer of the Corporation, except in relation to matters as to which such person is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty.  Such indemnification shall not be deemed exclusive of any other rights to which any person may be entitled, under any by-laws, agreement, vote of membership, or otherwise.

*Section 15: Responsibilities Not Provided For -*Any responsibilities not provided for by these by-laws are not denied to the Board of Directors.

*Section 16: Validity of By-Laws -*All or part of the by-laws set forth herein shall be deemed invalid if contrary to the laws of the State of Tennessee or of the United States Government.  The invalidity of any part of these by-laws shall not render any other portions of the by-laws invalid.

*Created April 23, 1998; modified May 19, 2011*