

AMENDED BY-LAWS
of the
HOMINY VALLEY RECREATION PARK, INC.

Article I. General Provisions

Section 1.01 Name

This corporation shall be known as the “Hominy Valley Recreation Park, Inc.”

Section 1.02 Officers/Executive Board

The Officers/Executive Board shall consist of a President; First (1st), Second (2nd), and Third (3rd) Vice Presidents; Secretary; Treasurer; Insurance Director; Concessions Director and Volunteer/Media Director.

Section 1.03 Purposes

The purposes of this corporation are set forth in Article Three (3) of the Articles of Incorporation, and in addition thereto, it is the stated purpose of this corporation that said corporation is not organized for profit, and no portion of its assets and net earnings, if any, shall inure to the benefit of any individual member at any time during this corporation’s existence or upon its dissolution.

Article II. Board of Directors

Section 2.01 Composition

The Board of Directors shall be composed of the President, First (1st) Vice President (Parks & Recreation), Second (2nd) Vice President (Fundraising/Sponsorship/Membership), Third (3rd) Vice President (Athletic Director), Secretary, Treasurer, Insurance Director, Concession Director and Volunteer/Media Director, ten (10) "Directors-At-Large", six (6) "Directors" and twelve (12) “Commissioners” all of whom shall be elected by the membership. The six (6) “Directors” and twelve (12) "Commissioners" referred to herein shall be respectively described and referred to as follows:

Baseball

- Director;
- 5 & 6 Year Old League Commissioner;
- 7 & 8 Year Old League Commissioner;
- 2A (9 & 10 Year Old) League Commissioner;
- 4A (11 & 12 Year Old) League Commissioner;
- 13 - 15 Year Old League Commissioner;
- 16 - 18 Year Old League Commissioner;

Softball

- Director;
- 6U League Commissioner;
- 8U League Commissioner;

- 10U League Commissioner;
- 12U League Commissioner;
- 14U League Commissioner;
- 16U League Commissioner;

Football

- Director;

Cheerleading

- Director;

Basketball

- Home League Director;
- Travel League Director;

Section 2.02 Terms

All officers shall be elected annually. The five (5) Directors-At-Large, formerly called "Directors", whose respective two-year terms have just expired shall be replaced or re-elected as the membership may vote, for two-year terms. Those (5) Directors-At-Large, formerly called "Directors" who are beginning or are in the second year of their two-year term shall serve out their terms and at the next annual meeting, those five (5) positions shall be filled by election for two-year terms. All successor Directors-At-Large shall thereafter be elected for terms of two years each. The six (6) Director positions and twelve (12) Commissioner positions, as described in Section One (1) shall each be filled by election for a term of one (1) year. Successor "Directors" and "Commissioners" shall thereafter be elected for terms of one (1) year each.

Article III. Jurisdiction

Section 3.01 Board of Directors

The Board of Directors shall have and may exercise jurisdiction and conduct all business of the corporation except as herein restricted.

Section 3.02 Committees

The officers shall constitute an executive committee with authority to carry on the corporation's business between meetings of the Board of Directors and members. However, the Board of Directors by resolution adopted by a majority of the Directors and Officers may designate one or more committees each of which shall consist of two (2) or more directors, which committees to the extent provided in such resolution in the Charter or in the By-Laws of the corporation shall have and exercise the authority of the Board of Directors in the management of the corporation but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors of any individual Director of any responsibility or liability imposed upon it or him by law.

Article IV. Initial Nominations and Elections

Section 4.01 Nominating Committee

At the First (1st) annual meeting of the membership, the incorporators hereof shall constitute a

nominating committee which shall make its report for nominations in the opening meeting of the membership only. Thereafter, the President shall appoint five (5) members by and with the consent of the Board of Directors, who may, but need not be, Officers or Directors, to serve as a nominating committee. The nominating committee so appointed shall make its report in writing with notification to the membership at least one (1) week prior to the date of the meeting at which the election of Officers and Directors shall be held.

Section 4.02 Other Nominations

At the meeting in which elections are to be held, the nominating committee shall make its nominations for Officers, Directors and Commissioners, as defined in Article Two (2), Section One (1), whose positions are then to be filled. Additional nominations for non-officer positions may be made by the membership from the floor until nominations are closed on motion duly made, seconded and carried.

Section 4.03 Requirements for Election to Officer/Executive Board Positions

- (a) Nomination must be accepted by nominee and confirmed by nominating committee at least thirty (30) days prior to election.
- (b) Candidates may not accept nomination for more than one (1) Officer/Executive Board position.
- (c) All nominees and appointees are subject to background check upon Executive Board approval.
- (d) The President, First (1st), Second (2nd) and Third (3rd) Vice President nominees must have previously served on the Board of Directors within the past three (3) years prior to nomination.

Section 4.04 Methods of Voting

The election of Officers, Directors and Commissioners shall be determined by paper ballot. The determination of any question coming before any meeting of the membership shall be by the show of the hands, voice or rising vote, except that at any meeting the election or question may be determined by ballot, if a majority of the member present so determine.

Section 4.05 No Voting by Proxy

There shall be no voting by proxy, at any meeting of the membership, annual, regular or special.

Section 4.06 Procedures for Holding Elections

- (a) Verify eligibility of voting membership.
- (b) Issue ballot to members by signed roll.
- (c) Reading of ballot and opening of nominations from floor for all non-officer positions. Each nomination shall be displayed and each nominee must be present for the nomination to be valid.
- (d) No voting until all nominations are closed by motion, second and carried.
- (e) Voting will be declared open a maximum of 2 hours.
- (f) The Secretary will oversee a three (3) member panel which will exclude any nominee on the new ballot unless running unopposed. This panel will be responsible for the counting and verification of ballots and recording of election results.
- (g) Nominee will be notified by the Secretary and results posted within 48 hours of the close of the election.

Article V. Terms of Office

Section 5.01 Officers

All terms of elective Officers shall commence at the next regularly scheduled meeting of the Board of Directors. Such Officers, except as otherwise herein provided with a reference to Directors, shall hold office for a term of one (1) year or until their successors are duly elected and qualified.

Section 5.02 Directors

The terms of Directors shall commence at the next regularly scheduled meeting of the Board of Directors. Directors shall hold office for a term of one (1) year or until their successors are duly elected and qualified.

Section 5.03 Vacancies

Any vacancy on the Board of Directors including any of the offices herein above created except that of President, occurring between annual meetings shall be filled on appointment by the President, by and with the consent of the Board of Directors, and the person so appointed shall complete the unexpired term of the predecessor in office. The First (1st) Vice President, Second (2nd) Vice President, Third (3rd) Vice President, Secretary, Treasurer, Insurance Director, Concession Director, and Volunteer/Media Director, in that order shall succeed to the office of President if the office becomes vacant between annual meetings.

Article VI. Duties of Officers

Section 6.01 President

The President must represent the organization in a positive, professional and ethical manner and shall display integrity, fairness and honesty at all times while maintaining focus on the continued development of the children and program. The President shall preside at all meetings, appoint all committees and assume all other duties pertaining to this office. The President shall have the power to call meetings of the Board of Directors or the membership whenever deemed necessary. The President

must be the deciding vote in cases of a tie. The President shall be the point of contact with all County representatives. In the President's absence or inability to act, the First (1st), Second (2nd), Third (3rd) Vice Presidents, Secretary, Treasurer, Insurance Director, Concessions Director, Volunteer/Media Director, in this order, shall assume the duties of the office.

Section 6.02 Vice Presidents

The duties of the Vice Presidents other than as specified above are:

- First (1st) Vice President - shall assume the duties and responsibilities for the direction and maintenance of Parks and Recreation.
- Second (2nd) Vice President - shall assume the duties and responsibilities for the direction and maintenance of fundraising, sponsorship and membership.
- Third (3rd) Vice President - shall assume the duties and responsibilities for the direction and maintenance of sports and recreation.

All Vice Presidents are the chairman of their respective areas of responsibilities and report to the President and Board of Directors.

Section 6.03 Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors and maintain, distribute and post them, on or before the next regularly scheduled board meeting. The Secretary shall be responsible for monitoring adherence to the By-Laws of the organization and that all meetings are conducted by following the guidelines of Roberts Rules of Order, Newly Revised in Brief (2004). The Secretary shall handle all correspondence; maintain files for the organization and all other duties pertaining to the office.

Section 6.04 Treasurer

The Treasurer must evidence prior experience in the use of accounting software programs, such as *Quickbooks* and must have maintained the books of another business or non-profit entity to hold this position. The Treasurer shall accept all financial assets belonging to the corporation, giving his official receipt therefore, shall maintain a bank account or accounts in the name of the corporation in such depositories designated by the Board of Directors, shall pay all bills and shall keep accurate and detailed financial records pertaining to the financial status including income and disbursement of this corporation. The Treasurer does not have the authority to change the current accounting system adopted by the corporation without prior approval of the Board of Directors. The Treasurer must be bonded in an amount that is ten (10) percent above the previous calendar year revenues, unless otherwise designated by the Board of Directors. All checks must be signed by the Treasurer or President. No funds shall be disbursed except as directed by the Board of Directors; provided that the Treasurer from time to time expend sums not to exceed \$3,000.00 per expenditure for operating and other necessary, customary and recurring expenses of the corporation.

Section 6.05 Insurance Director

The Insurance Director shall insure that organization maintains adequate and appropriate insurance coverage at all times, with the responsibility for obtaining the highest quality insurance at the best value. The Insurance Director shall coordinate all claims with individual commissioners and the carrier.

Section 6.06 Concessions Director

The Concessions Director shall be responsible for purchasing all concession, janitorial and sanitary supplies, for performing regularly scheduled inventories, for maintaining appropriate stock levels, for maintenance and care of equipment and for keeping all concession areas clean. The Concessions Director shall coordinate with Athletic Director/Commissioners all schedules of concession workers as well as provide coordination, direction and supervision to insure successful and profitable operations during each event. The Concessions Director is responsible for maintaining a ledger of startup funds, monies received, bank deposits, expenditures and inventories used. All funds must be counted, deposit prepared, bagged, sealed and signed by two (2) individuals, one of whom must be an Executive Board Member or Appointee. All deposits must be made within two (2) business days after an event with documentation provided to the Treasurer.

Section 6.07 Volunteer/Media Director

The Volunteer/Media Director shall coordinate all volunteer opportunities as needed. The Volunteer/Media Director shall work with all Board Members/Commissioners to organize workers for tournaments and/or special events, and other needs provided adequate notice is given. The Volunteer/Media Director shall maintain and update the website as information becomes available and no less than once per month. Additionally, the Volunteer/Media Director is responsible for distributing information prepared by the Officers, Directors and/or Commissioners for their respective areas of responsibility.

Article VII. Meetings of Membership

Section 7.01 Time and Number

The time and number of regular meetings of the membership shall be in accord with the desire of the majority of the members which shall be determined by a vote. The annual meeting of the members of the corporation shall be held during the month of January for the purpose of electing officers.

Section 7.02 Place of Meeting

The annual and other meetings of the members shall be held at such place as from time-to-time the members by majority vote may designate; if no such designation is made, the meeting place shall be determined by the Board of Directors.

Article VIII. Membership and Dues

Section 8.01 Qualifications of Members

Any person who is a resident of the Hominy Valley area of Buncombe County, State of North Carolina, who is eighteen (18) years of age or older and who is interested in the purposes for which this corporation is formed, as set forth in the Article of Incorporation, and who has paid an annual membership fee and has been named on the membership roll of this non-profit corporation, shall be entitled to vote on all matters properly coming before any meeting of the membership.

Section 8.02 Membership Cards

Cards acknowledging receipt of annual membership dues and evidencing membership therein may be issued by the Secretary, and such cards shall not be transferred.

Section 8.03 No Stocks or Dividends

This corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the net income of this corporation shall be distributed to its members/Directors or Officers.

Article IX. Notice and Quorum

Section 9.01 Board of Directors

Notice of the time and place of all meetings of the Board of Directors, both regular and special, shall be given by the Secretary to each Director by actual notice at least twenty-four (24) hours before the meeting or by written notice at least forty-eight (48) hours before the meeting; provided, however, that meetings may be held at anytime without notice if a two-thirds majority of all members of the Board of Directors are present and take part in the meeting. Proper notice having been given, those attending such properly called meeting shall constitute a quorum, and shall have full authority to proceed with the transaction of the business of the corporation. Any member of the Board of Directors missing three (3) consecutive-called meetings without a valid reason and having been notified of said meeting may be replaced as a board member.

Section 9.02 Membership Meetings

Notice of any meeting of the membership of this corporation, regular or special, shall be given by the Secretary through the Media Director. Those attending such properly called meetings shall constitute a quorum of the membership and shall have full authority to proceed with transactions of all business properly brought before such meeting. Registration for membership will be provided only during sporting event sign-ups; Baseball/Softball-Spring; Football/Cheerleading/Basketball - Fall.

Article X. "Hominy Valley Area" Defined

Section 10.01 Definition

The phrase "Hominy Valley Area" as used herein and in the Articles of Incorporation shall mean and be that portion of the land area of Buncombe County, State of North Carolina encompassed by and included in the boundaries of the following school districts, to wit: Sand Hill-Venable, Pisgah, Candler, Hominy Valley and Enka.

Article XI. Amendment of By-Laws

Section 11.01 Amendment by Membership

These By-Laws may be amended at any regular or special meeting of the membership by vote of a majority of those present, after two (2) weeks prior notice to the members of the meeting and purpose for which it is called.

I attest to these By-Laws on this the _____ day of _____, 2016.

Signed and Dated by:

Witnessed by: _____, a Notary Public in the State of North Carolina in
the county of _____ on this the ____ day of _____ in 2016.

My commission expires on _____, 20____.

Notary Signature and Official Seal: