

BY-LAWS OF FELLOWSHIP INC
(as Amended, 2019)

Article A: NAME & OBJECTIVES

This organization shall- be named FELLOWSHIP, INC. herein after called the Corporation, and shall operate as a non-profit organization under the laws of the State of Georgia, with the following objectives:

1. To establish and maintain family recreational- facilities for the sole use of the membership as herein defined in Article B.
2. To solicit, receive and manage monies for the construction, maintenance and improvement of such recreational facilities.

Article B: MEMBERSHIP

1. Membership shall be composed of permanent local area adult residents who are of good charecter befitting a family oriented organization, who demonstrate an interest in such family recreational facilities, and who agree to abide by these by-laws as amended.
2. Those persons meeting the membership requirements and desirable of participating in the recreational programs of the Corporation shall apply to the Board of Directors, as such is herein established, for a membership in the Corporation. The Board of Directors shall provide such application forms for the membership as it deems necessary.
3. The Board of Directors shall consider each and every application on the basis of the member's qualifications and the general welfare of the Corporation and its objectives. Those approved for the membership shall pay to the Corporation a one time membership fee and the current dues, fees and assessments, and then shall be issued a membership certificate by the Corporation Secretary evidencing such membership. The one-time membership fee and current dues, fees and assessments shall be set in such amounts and for such periods as the said Board of Directors shall herein after authorjzed. A vote of two-thirds of the Directors present and voting shall be necessary for approval of membership application. Membership applications must be approved by two members of the Board of Directors.
4. Active members are those holding a membership certificate and who have paid all dues, fees, assessments and any other charges currently due and payable.
5. Use of the recreational facilities of the Corporation shall be limited to member their spouses, and dependents residing with the member in their household, and their guests. Members shall notify the Corporation Secretary of any changes in the status of spouses and dependents.
6. All new members shall receive a copy of these by-laws and a copy of the current rules and regulations governing the use of the facilities.

7. For good and sufficient cause, the Board of Directors shall be authorized to suspend a member from membership rights for any period up to twelve months or to expel a member permanently from membership in the Corporation. A member considered for suspension or expulsion shall be permitted to appear in person before the Board of Directors to answer the charges for which such action is considered. Notice of not less than seven days that the Board is considering suspension or expulsion and for what reason shall be given to such member by the Corporation Secretary by certified mail to the address of the member registered with the Corporation. Such suspensions or expulsions shall be by at least two-thirds vote of the Directors present and voting.

8. The membership year for Fellowship Inc. runs from May 1st to April 30th of the following year.

Article C: OBLIGATIONS OF MEMBERSHIP:

1. Participate in the objectives and goals of the Corporation in promoting family recreational programs.

2. Abide by these by-laws as amended and all the rules and regulations governing the use of the facilities.

3. Pay all dues, fees, assessments and other charges as set by the Board of Directors, as the same becomes due and payable. No member shall have access to the pool, facilities, and its ground if membership is not current and any of the accessed fees are outstanding in payment.

4. In the event that a member fails to pay all dues, fees, assessments, and other charges as due for one full year, of the date designated by the board, their membership shall automatically lapse. A member who falls in the lapse of membership state shall not have access to the pool, facilities or grounds of Fellowship Inc. In the event such lapse occurs, the former member shall be eligible to apply for membership in the same manner as all other new applicants for membership, and shall meet all requirements imposed on new applicants for membership, including the payment of the one-time membership fee and current dues, fees, and assessments. However, in extenuating circumstances the Board, in consultation with the Chairman of the membership Committee, shall have the authority to override the automatic lapse of membership for not more than one calendar year, if requested to do so by the individual whose membership is in jeopardy of lapsing. A two-thirds majority vote of the board is required to approve the request.

5. Pay all dues, fees, assessments and other chargers as set by the Board of Directors, as the same becomes due and payable and nonrefundable. In the event the Board deems it necessary to alter or change any aspect of membership which impacts the services proposed and provided by Fellowship, Inc., the Board will consider providing remuneration to those effected members.

Article D: CORPORATION OFFICERS:

1. The officers of the Corporation shall be:
 - (a) A Board of Directors consisting of up to ten members one of which shall be the immediate past Corporation President whose membership on the Board becomes effective without election. Such immediate past President shall be a voting member of the Board and shall serve the Board as an advisor.
 - (b) A President
 - (c) A Vice President
 - (d) A Secretary
 - (e) A Treasurer
2. Only members and their spouse shall be entitled to be elected an officer of the Corporation.
3. All Directors shall be elected for a term of two years, and shall be eligible to be elected for successive terms.

ARTICLE E: ANNUAL MEETINGS:

1. An annual meeting of all active members, as herein before defined, shall be held before closing day each and every year.
2. Each active member shall be entitled to cast one vote. Proxy votes will be allowed. (Proxies must be in writing and filed with the Corporation Secretary, on forms provided by the Corporation, prior to the opening of the annual meeting.
3. The meeting shall be governed by Roberts Rules of Order, as revised.
4. The Nominating Committee, as hereinafter established, shall present to the annual meeting the names of those members or spouses nominated for the Board of Directors. Nominations may be made from the floor by any active member or spouse.
5. Each member of the Board of Directors shall be elected by a majority vote of the active members present and voting.

Article F: ANNUAL DUES:

1. Annual dues based on maintenance cost shall be set by the Board of Directors for the calendar year of January 1 to December 31 and shall be due and payable to the corporation as set by the Board of Directors.

2. No part of the said annual dues shall be refunded to a member for any reason including but not limited to in the event any or all recreational facilities are required to be suspended or closed for any period.

ARTICLE G: DUTIES OF THE CORPORATION OFFICERS:

1. Board of Directors:

- (a) The quorum of the Board shall be two-thirds (2/3) of the current board if all current Board members have been previously notified of such proposals and voting to take place. All meetings of the Board shall be governed by Roberts Rules of Order, as revised.
- (b) The first meeting of the incoming Board of Directors must take place not more than ninety days following the annual meeting. Meetings of the Board thereafter shall be as set by majority vote of the Board at the said first meeting the Board shall elect a Corporation President, Vice President, Secretary, and Treasurer, each for a term of one year from the date of the Board meeting. The newly elected President shall preside for the remainder of the meeting, but if not present then the Board shall elect someone to preside Pro tem.
- (c) The Board shall transact all the business for the Corporation.
- (d) The Board shall make, publish, amend and enforce all the rules and regulations for the use of the Corporation's facilities, and shall fix and impose penalties for violation of the same.
- (e) The Board shall employ, dismiss, promote, and demote any and all employees of the Corporation, and shall fix the compensation of each employee as it deems proper.
- (f) The Board shall act on all applications for membership as heretofore provided in Article B, and shall from time the Finance Committee, determine and set the annual maintenance fee to be paid by each membership, setting also due dates by which active membership is determined.
- (h) The Board shall, in consultation with the Finance Committee, ascertain the need for the construction of the new facilities and the improvement of those existing, setting such assessments and charges as are necessary to be paid by the membership, setting also due dates by which active membership is determined.
- (i) The Board shall create temporary committees as it deems necessary, defining the term, powers and duties of each.
- (j) The Board shall see that an audit of all the financial affairs of the Corporation is conducted when it deems such an audit to be appropriate, and at such times as a new Treasurer takes office. At any general membership meeting, a majority vote of those attending can request that an audit be carried out by 3 non-Board members to be chosen at the time such motion is carried.

(k) The Board shall confirm or deny appointments made by the President to the Standing Committees of Article I herein, to be done by a majority vote of the Directors present and voting.

(l) Vacancies on the Board due to death, resignation or removal from active membership shall be filled by the remaining board members by majority vote of those present and voting.

(m) Special meetings of the Board may be called by the President by giving each Director at least three days written notice of such meeting. The President must call a special meeting of the Board if requested in writing to do so by at least two Directors.

(n) The Board shall decide if an expelled member shall be entitled to any refunds of any fees, assessments or charges paid to the Corporation, and this shall be a majority vote of those present and voting.

2. President:

(a) The President shall preside at all meetings of the Corporation and the Board of Directors.

(b) The President shall appoint all members of the Standing Committees and the temporary committees, subject to the approval of the Board of Directors.

(c) The President shall be the chief administrative officer of the Corporation and shall be an ex-officio member of all the Standing Committees, except the Nominating Committee.

2. Vice President:

(a) The Vice President shall act for the President in his or her absence.

(b) The Vice President shall perform such other duties as the President or the Board of Directors may from time to time prescribe.

4. Secretary:

(a) The Secretary shall keep the minutes of the meetings of the Corporation and the Board of Directors.

(d) The Secretary shall provide notices of the meetings of the Corporation and the Board of Directors.

(d) The Secretary shall perform such other duties as the President or the Board of Directors may from time to time prescribe.

5. Treasurer:

- (a) The Treasurer shall keep proper financial records of the Corporation, showing at all times the accurate financial condition of the Corporation.
- (b) The Treasurer shall make reports to the Board of Directors as requested, providing any and all data so requested.
- (c) The Treasurer shall deposit all funds of the Corporation in a banking institution designated by the Board of Directors, keeping all such accounts in the name of the Corporation.
- (e) The Treasurer shall pay all bills of the Corporation as approved by the Board of Directors, counter-signing all checks in excess of \$500.00 with either the President or Vice President.
- (f) The Treasurer shall prepare the Corporation's annual budget, advise the Board of Directors as to the annual maintenance cost, and further advise the board as to matters concerning finances of the Corporation.

Article H: INDEMNIFICATION OF CORPORATION OFFICERS:

Each person who acts as an officer of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been an officer of the Corporation, except in relation to matters as to which shall be adjudged in such action, suit or proceeding to have been gross negligence or willful misconduct in the performance of corporate duties. The right of indemnification provided herein shall inure to each officer whether or not he or she is such an officer at the time such costs or expenses are imposed or incurred, and in the event of death this shall extend to his or her legal representative.

Article I: STANDING COMMITTEES:

The Standing Committees of the Corporation shall be: Nominating, Membership and Publicity, Buildings and Grounds, Rules and By-laws, Garden and Beautification, and Social Programs. The Chairman of each committee shall be appointed by the Corporation President elected by the committee members at the first meeting of that committee.

1. Nominating Committee:

It shall consist of three members, two of whom must be current Directors, and shall prepare and submit to the Annual Meeting a slate of nominees for the membership of the Corporation to consider for election to the Board of Directors.

2. Membership and Publicity Committee:

It shall consist of up to two members, and shall seek new members for the Corporation, investigate new applicants on behalf of the Board of Directors and hear and make recommendations to the Board of Directors concerning complaints and grievances of the members.

3. Buildings and Grounds Committee:

It shall consist of up to five members, and shall supervise the construction, improvement and maintenance of the various facilities of the Corporation.

4. Rules and by-Laws Committee:

It shall consist of up to three members which must include one Board member, and shall recommend to the Board of Directors rules and regulations governing the use of the Corporation's facilities. The Committee shall also regularly review these by-laws and if it deems necessary, to recommend changes, additions or corrections to the membership at an annual meeting or special called meeting of the membership for consideration and action.

5. Grounds Committee:

It shall consist of up to three members, and shall oversee the upkeep and improvement of the grounds of the Corporation relative to beautification of the enjoyment of the members and guests, working in the cooperation with the Buildings and Grounds Committee.

6. Social and Program Committee:

It shall consist of up to five members, and shall institute and promote special events and programs for the enjoyment and instruction of members and their families.

7. Personnel Committee:

(a) In the event that the Corporation has one or more employees paid more than \$100 per month, there shall be a Personnel Committee.

(b) It shall consist of up to five members, half of which shall be Board members. They shall be in charge of hiring all employees. Employees are subject to board approval. No member can serve on this committee that has a member of their family applying for a job.

Article J: USE OF FACILITIES:

1. All members, spouses, dependents and guests shall at all times abide by the rules and regulations governing the proper use of the recreational facilities of the Corporation, including the admission of guests, all of which are set by the Board of Directors.

2. No person shall take any article belonging to the Corporation and any property of the Corporation broken or damaged by a member, spouse, dependent or guest shall be promptly paid for by such a member.

3. The Corporation shall not be responsible for any accident or injury to any person, member or non-member, which takes place upon the property of the Corporation.

4. The Corporation shall not be responsible for any items of personal property brought unto or left on the premises of the Corporation.

5. The Board of Directors may delegate to the Chairman of the Rules and By-Laws Committee, the Chairman of the Buildings and Grounds Committee and a designated Corporation employee, the power to suspend any person from the right and privilege of using the recreational facilities of the Corporation due to the violation of one or more of the rules and regulations governing the use of the said facilities. Such suspension shall not exceed at any one time a twenty-four (24) hour period. A written report shall be submitted by the Corporation official making such suspension to the Corporation President within forty-eight (48) hours after such suspension.

Article K: DISSOLUTION OF THE CORPORATION:

In the event the Corporation is dissolved for any reason, upon the effective date of such dissolution, membership certificates shall become a lien upon the proceeds of the Corporation, and after all debts and obligations of the Corporation have been fully and completely paid, the surplus funds remaining shall be paid and distributed pro rata among the then active members.

Article L: AMENDMENTS TO BY-LAWS:

These by-Laws may be amended by a two-thirds (2/3) vote of the active present and voting at an annual meeting or at a special called meeting for the purpose of amending the by-laws. Such special called meeting shall be called by the President or the Board of Directors, giving the active membership at least thirty days' notice in writing of such meeting and of the amendments to be considered.