

**BY-LAWS  
OF  
CRESTWOOD HILLS RECREATION CENTER**

**ARTICLE I - NAME & OBJECTIVE**

This organization shall be known as the **CRESTWOOD HILLS RECREATION CENTER**. It shall be a non-profit corporation organized under the laws of the State of Tennessee and its objective shall be to provide and maintain a proper place for enjoyment and recreation for its members and their families.

**ARTICLE II - GOVERNMENT**

**Section 1.** The governing body of the corporation shall be the Board of Directors, consisting of a President, President -Elect, Secretary, Treasurer, and eleven (11) other Directors (to be elected as hereinafter provided). The Board of Directors shall manage the corporation and have full power to conduct all matters necessary for the general operation and welfare of the corporation, including but not limited to the following specific powers:

- a. The Board of Directors shall have the control and management of the grounds, buildings, and property of the corporation.
- b. It shall have the power to make or authorize all contracts for purchases, improvements or repairs.
- c. It shall the power to borrow money in the name of the corporation from time to time when required for the operation of the corporation or for improvements or expansions to corporation facilities, provided that such loans are approved in advance by at least three-fourths (3/4) of the entire Board.
- d. To appoint such committees as it may consider necessary and to define their duties and power.
- e. To prescribe rules for the use of the facilities of the corporation by non-members.
- f. To make such rules and regulations as may be necessary for the operation of the corporation and its facilities, and to enforce the same by penalty or otherwise.

Section 2. ( Call of Meetings) The Board of Directors shall meet at the call of the President at such time and place as designated by the President. The President shall call a meeting of the Directors on written request of three (3) or more Directors.

Section 3. (Quorum) Presence of one-half of the Board of Directors then in office shall constitute a quorum for the purpose of having a meeting of Directors.

### **ARTICLE III - ELECTION OF DIRECTORS**

Section 1. (Directors) The incorporators shall constitute the first Board of Directors and shall serve until a permanent Board is elected at the first annual membership meeting. The incorporators may not add permanent Board is elected at the first annual membership meeting. The incorporators may not add more than seven (7) other persons with them as interim Directors.

Section 2. (# of Directors) Fourteen (14) Directors, including the four (4) officers, shall be elected by the membership of the Corporation as follows: The four (4) officers shall be elected for a term of one (1) year at the annual meeting of the Corporation. Five (5) of the Directors shall be elected at each annual meeting for a term of two (2) years. The fifteen (15) Director shall be the latest immediate Past President of the Corporation, provided that the latest immediate Past President is a member in good standing of the Corporation, and shall serve for a period of one (1) year in this capacity.

Section 3. (Vacancy on Board) The Board of Directors shall elect a successor to hold office during any unexpired term in the event of a vacancy on the Board.

Section 4. (Election and Voting) The election of the Officers and Directors of the Corporation shall be by secret ballot, and each member of the Corporation shall be entitled to one (1) vote for each officer and Director to be elected in accordance with Article V. Section 5, of the By-Laws, provided said member is in good standing and entitled to all of the privileges of the Corporation. Voting shall be in person at the annual meeting and members shall not vote by proxy.

- Ballots shall be issued by the Secretary, at which time the Secretary shall determine if the member is in good standing and eligible to vote.
- The cast ballots shall be delivered unopened to a Tellers Committee consisting of not less than three (3) members-at-large appointed by the President.
- The Tellers shall count the votes and report the results at this meeting.
- The member receiving the greatest number of votes for each office shall be declared elected.
- In case of a tie vote for any office, a run-off election shall be conducted immediately at the annual meeting.

Section 5. (Nominating Committee) A committee on nominations, consisting of five (5) members, shall be appointed annually by the President at least forty-five (45) days prior to the annual meeting of the membership for the purpose of nominating Directors, including officers, to be voted on at the annual meeting.



**Section 6. (Delivery of nominated names)** The Nominating Committee shall report the names of the members nominated, and a list of such nominations shall be mailed or delivered by the Secretary to each member entitled to vote at least two (2) weeks prior to the annual meeting. Additional members may be made from the floor at such meeting.

**Section 7. (Eligibility to vote)** Any member who is in good standing shall be eligible for nomination and election to the Board of Directors.

#### **ARTICLE IV - OFFICERS**

**Section 1.** The officers shall be members of the corporation and shall be elected as provided in these By-Laws, and shall perform such duties and functions as usually incident to their offices and such other duties as may be assigned to them.

**Section 2.** The President, or in his/her absence, the President-Elect, shall preside at all meetings of the membership and the Board of Directors, and shall exercise general supervision and control over all of the corporation affairs of the corporation.

**Section 3. (Duties of Directors)** The Secretary shall keep and maintain the Minutes of all meetings, and the corporation records and the membership roster of the corporation. The Treasurer shall receive and account for all monies of the corporation and report thereon to the Board, and he/she shall assemble the annual budget. The Treasurer shall also be bonded in an amount to be fixed by the Board of Directors. The Board of Directors shall appoint a committee to conduct an annual review of the corporation's books at the close of each season, and the results of that review will be presented to the Board of Directors.

#### **ARTICLE V - MEETING OF THE MEMBERSHIP**

**Section 1.** The annual meeting of the membership shall be held no later than the final day of the operating season each year at such hour and place as may be designated by the Board of Directors. The officers shall serve one year term the following year from January 1 - December 31.

**Section 2.** Notice of all membership meetings shall be mailed, emailed, or hand delivered by the Secretary to each member at least two (2) weeks prior to the meeting. All members entitled to vote shall be permitted to attend and vote on all matters before the meeting.

**Section 3.** The Board of Directors may, upon their own motion, and shall, upon the written request of ten (10) percent of the membership, call a special meeting of the membership. Such motion or written request shall state the purpose or purposes for which the meeting is called and the notice of such meeting sent to the membership shall also state such purpose or purposes.

**Section 4.** At any regular, special or called meeting of the membership, it shall be necessary that ten (10) percent of the membership be present in person to constitute a quorum.

Any motion or election shall be carried on the affirmative vote of a majority of members present at such meeting unless otherwise provided herein.

Section 5. All persons holding membership certificates in their own names shall be members, and where a certificate is in the name of both husband and wife, either but not both shall be entitled to vote.

#### **ARTICLE VI - MEMBERSHIPS**

Section 1. The membership of the corporation shall be limited to three hundred fifty (350) dues paying families and the first three hundred (300) such families shall be charter members. There shall not be any increases in the number of member families from three hundred (300) to three hundred fifty (350) unless approved by the Board of Directors, and the Board of Directors shall not approve any increase in excess of the following schedule:

**1972 - 320 member families  
1973 - 330 member families  
1974 - 340 member families  
1975 - 350 member families  
2004 - 275 member families  
2009 - 165 member families**

Only one membership may be owned or held by each family.

Section 2. The Service Area shall be restricted to the geographic area in Knox County, Tennessee, generally bounded as follows: South - U.S. Interstate Highway 40 and 75; East - Walker Springs Road and city limits of Knoxville, Tennessee; North - Middlebrook Pike; and West - Cedar Bluff Road. Memberships of families who live outside the Service Area shall be regulated by the Board of Directors.

Section 3. Membership shall be evidenced by a written certificate of membership, the context form of which shall be determined by the Board of Directors, and which shall be signed by the President and Secretary.

Section 4. The Board of Directors may set the membership fee to such an amount as they decide, and the Board of Directors shall be authorized to purchase and resell memberships for such price as they shall determine.

Section 5. All memberships are subject to these By-Laws and may be terminated and canceled as provided herein.

Section 6. All memberships made out to a husband and wife shall be held by them as tenants by the entirety.



## **ARTICLE VII - TRANSFER OF MEMBERSHIPS**

Section 1. All memberships shall be transferable upon compliance with the provisions of these By-Laws and upon payment of all dues and any other charges outstanding against such membership unless such membership has been canceled or voided as provided herein.

Section 2. If any member desires to transfer or sell his membership, he/she shall notify the President or Secretary of the corporation in writing, and the corporation shall have the first option to purchase from the member his membership certificate for the amount or sum the member could sell same to a person eligible for membership.

Section 3. In the event the corporation elects not to exercise its option to purchase a membership as provided under Section 2 above, the member may sell or transfer his membership certificate to a person otherwise eligible for membership by endorsing and conveying his certificate to such person. The Secretary of the corporation shall then cause a new certificate to issue to the new member and shall cancel the old membership.

Section 4. In accordance with the objective of the corporation that memberships be for members and their families, in event of the death of any member and unless his or her Will shall otherwise direct, it shall be presumed that his or her membership immediately vest in and belong to the surviving spouse or unmarried children.

## **ARTICLE VII - CERTIFICATE OF MEMBERSHIP**

Section 1. Certificate of membership shall be issued to all members and shall be consecutively numbered and sign by the President and Secretary with stubs therein showing to whom issued.

Section 2. Subject to Section 3 below, when a membership has been transferred in accordance with the provisions of Article VII above, the Secretary shall cancel the old certificate and cause a new certificate to issue.

Section 3. A Certificate of Membership held by any member of the corporation shall always be charged with and subject to a lien for arrearages, dues, penalties, or other lawful indebtedness which shall be due the club by the holder thereof and the corporation shall not recognize nor permit any sale or transfer of any such certificate of membership until such arrearages, dues, penalties, or other lawful indebtedness due from the member shall have first been paid.

Section 4. All certificates shall be marked or stamped with a notice that any transfer of same is restricted and is subject to full compliance with the By-Laws of the Corporation.

## **ARTICLE IX - DUES, CHARGES, & ASSESSMENTS**

Section 1. All members shall pay annual dues to the Corporation in the amount of Three hundred fifty-five (355.00) dollars (except for a couple fifty-five and older with no children living at home, or a single person shall pay two hundred twenty-five (255.00) dollars,) and the same shall be due and payable on or before the first day of March of each year.

Section 2. Dues cover the use of all permanent facilities of the corporation by all member, members' spouses, and unmarried children. Facilities of the corporation shall not be available to those in any household entitled thereto until the current year's annual dues payable by the member of such household have been paid.

Section 3. There shall be no increase in dues not any general membership assessments levied at any time except upon approval by the Board of Directors and approval by the membership in the following manner:

- Notice of the proposed dues increase of general membership assessment shall be mailed or delivered to each member of the Corporation at least two (2) weeks prior to any meeting at which such proposal shall be considered and such proposal shall be approved by two-thirds (2/3) of the members present and voting in order to be enacted.

Section 4. Any member who willfully or wantonly destroys or injures any of the corporation property shall be compelled to make good at his own expense, the injury or loss he may have occasioned. Any member shall likewise be responsible for his spouse, children, and guests. Any such expense for which a member may be responsible shall be charged against the member's account and shall be payable as an indebtedness under Section 5 below.

Section 5. Each member shall have an account with the corporation and such account shall be charged with membership fees, dues, Tennis key deposits, and other expenses of the member. Such accounts shall be payable as provided in Article X.

Section 6. Initial dues payable for memberships sold by the Corporation shall be in accordance with a pro-rated schedule based on the date of purchase. This schedule shall be determined by the Board of Directors.

Section 7. All payments made by a member to the Corporation for any reason whatsoever shall be non-refundable unless the Board of Directors, by a majority vote of its membership, approves a refund.



## **ARTICLE X - INDEBTEDNESS TO THE CORPORATION**

Section 1. Dues and payment on certificate shall be payable as provided in Article IX, Section 1, and shall be due on the first day of March of each year. If said dues are paid on or before the first day of February, a Ten Dollar (\$10.00) discount will be allowed. If said dues are not paid on or before the first day of April, said member shall be dropped from the membership and the membership certificate shall become null and void upon notification by certified mail, with return receipt requested, mailed to the last known address of the member which is shown on the membership roster of the corporation, provided however, the Board of Directors, by a majority vote of its membership, may reinstate such member within thirty (30) days thereafter, upon his tender to the Corporation of all indebtedness in arrears, plus a penalty in the amount of twenty-five (\$25.00) dollars.

Section 2. In case any member is dropped from membership under the foregoing Section, his certificate of membership shall become void and he shall lose all rights and privileges incident thereto.

## **ARTICLE XI - PENALTIES**

Section 1. In case of infraction of any of the provisions of the By-Laws or rules of the Corporation, or in the event of any conduct on the part of a member which may tend to endanger the good order, welfare, character of the Corporation, the Board of Directors may suspend such member from all privileges of membership for a period of not more than six (6) months. Any member suspended shall be notified immediately in writing of his/her suspension and the cause or causes thereof. Such suspended member shall have the right to a hearing before the said Board, if he or she requests such hearing in writing with five (5) days after notice of suspension, and at such hearing such member shall be allowed to present evidence and argument in his own behalf or by counsel. At the conclusion of such hearing, said Board shall determine whether the suspension shall be set aside. If a member shall enter the Corporation grounds during the period of his suspension, he shall be automatically cease to be a member of the corporation and his certificate thereafter shall be void.

Section 2. For the reason aforesaid, any member may be expelled by a unanimous vote of a quorum of the Board of Directors, though normally no member would be considered for expulsion unless it was his second or third offense and he had previously undergone suspension of his membership privileges. The certificate of any member expelled shall cease and become void as of the date of expulsion.

## **ARTICLE XII AMENDMENTS**

Section 1. The By-Laws may be amended or new By-Laws made by action of the members of the Corporation only. By-Laws may similarly be repealed.

Section 2. Amendment repeal or making of new By-Laws shall be made in the following manner: Notice of the proposed amendment, repeal or new By-Laws shall be **mailed, emailed, or delivered** to each member of the Corporation at least two (2) weeks prior to any meeting at which such proposal shall be considered and such proposed amendment, repeal or new By-Laws shall be approved by two-thirds (2/3) of the members present and voting in order to be enacted. Amended, repealed or new By-Laws shall be effective from and after their adoption.

## **ARTICLE XII - MISCELLANEOUS**

Section 1. Voting. Except in voting for election of Directors and unless otherwise provided herein, voting may be proxy if such proxy is in writing, designates a member to represent the absent member, is signed by the absent member, and is filed with the Secretary of the Corporation.

Section 2. Checks and Bank Account. Any disbursement of Corporation funds or moneys shall be upon approval of the Board of Directors and shall be by check signed by at least two (2) authorized officers or Directors of the Corporation.

Section 3. Membership Roster. The Corporation Secretary shall maintain a membership roster reflecting the names and addresses of all members and, upon reasonable request, shall be open to inspection by all members entitled to vote. The Secretary shall also obtain all members' Social Security numbers, phone numbers, and place of employment and/or occupation and the number and names of the member's family.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be on a calendar year basis.