

BY - LAWS  
OF  
PINE MOUNTAIN COMMUNITY CENTER

ARTICLE I

THE BOARD OF DIRECTORS

Section 1.1 - The Board of Directors shall be composed of three (3) members who shall be elected yearly at the regular annual meeting of the members of the corporation.

Section 1.2 - Directors shall serve for one year or until their successors are elected and qualified.

Section 1.3 - The Board of Directors shall choose, by majority vote, one of their number to act as Chairman and Chief Executive Officer of the corporation.

Section 1.4 - Any Director may be removed from the Board by the affirmative vote of one-half of the members of the corporation.

Section 1.5 - If a vacancy occurs in the Board of Directors, it may be filled by the remaining members of the Board, and any member thus appointed shall serve during the unexpired term of his predecessor.

Section 1.6 - The Board of Directors shall perform the general management and control of the corporation and its property and shall authorize all contracts, purchases, conveyances, payments, and in general, all transactions of any nature which the corporation is authorized to conduct.

Section 1.7 - The Board of Directors shall meet quarterly and at such other times as the Chairman of the Board, or any two Directors may deem necessary. At least two day's notice of the time and place of each meeting shall be given by mail, telephone or word of mouth. Two Directors shall constitute a quorum.

Section 1.8 - All resolutions and actions shall be adopted by a majority vote at any meeting at which a quorum is present.

Section 1.9 - Any action required to be taken or which may be taken at a meeting of the Board may be taken without a meeting, if all Directors shall consent in writing.

Section 1.10 - The members of the Board shall serve without compensation but shall receive reimbursement as authorized by the Board for expenses incurred in performing duties to the corporation.

## ARTICLE II

### Employees

The Board of Directors shall have the authority to hire and discharge employees at its pleasure. Employees shall receive compensation for their services as determined by the Board of Directors.

## ARTICLE III

Section 3.1 - Disbursement of funds available for distribution shall be authorized by a majority vote of the Board as often as necessary.

Section 3.2 - Checks will be signed by the Chairman or any other member of the Board who is designated by the Chairman.

#### ARTICLE IV

##### Meetings of Members

Section 4.1 - A general meeting of the membership shall be held on the second Tuesday in January of each year.

Section 4.2 - A special meeting of the membership may be called at any time by the Board of Directors or one-third of the membership.

Section 4.3 - Notice of the exact time and place of any meeting shall be given by the Board of Directors in the manner which it thinks is most efficient in reaching the membership.

Section 4.4 - One-half of the membership shall constitute a quorum at any meeting.

Section 4.5 - Any action which is required to be taken or which may be taken at any meeting may be taken by a majority vote of those members who are present at the meeting.

#### ARTICLE V

##### INDEMNIFICATION OF DIRECTORS

Any present or future Director of the corporation shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon

him, in connection with or resulting from any action, or proceeding to which he is, or may be, by reason of his being or having been a Director of the corporation. The right of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

## ARTICLE VI

### Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and shall keep such books and records at its registered office or principal office, together with a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE VII

### Loans to Directors

No loans shall be made by the corporation to its directors. The Directors of the corporation who vote for or assent to the making of a loan to a Director of the corporation, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

## ARTICLE VIII

### Waiver of Notice

Whenever any notice is required to be given to any member or Director of the corporation under the provisions of the "Alabama Non-Profit Corporation Act," the

Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE IX

Action Without A Meeting

Any action required to be taken or which may be taken at a meeting of the members or Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or Directors, as the case may be, entitled to vote with respect to the subject matter.

ARTICLE X

Amendments

These By-Laws may be altered, amended, or repealed and any new By-Law may be adopted by a majority of the Board of Directors present at any meeting at which a quorum is present; provided that at least two (2) weeks' notice is given of the intention to alter, amend or repeal a By-Law or to adopt a new By-Law at such meeting.

STATE OF ALABAMA, BLOUNT COUNTY  
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J. P. KING, Probate Judge

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