

Seville Recreation Center, Inc (Mark Trail Club)  
Bylaws – As Amended September 12, 2013

Article I – Name and Location

1. The name of the corporation shall be the Seville Recreation Center, Inc. (hereinafter called Mark Trail Club, MTC).
2. The principal office shall be located at 200 Seville Chase, NW, Sandy Springs, GA or at such other location within Fulton County as the Board of Directors may determine advisable from time to time. The mailing address is:

Mark Trail Club  
200 Seville Chase, NW  
Sandy Springs, GA 30328

3. A member of the Board of Directors residing in the state of Georgia shall serve as registered agent for the corporation.

Article II – Membership

1. Memberships in Mark Trail Club shall be issued by the Board of Directors (hereinafter called the Board) each year in such categories as the Board deems appropriate. Any membership granted shall not entitle any member to any capital stock interest in the corporation.
2. A membership gives those qualifying and identified on the membership application the right to use the facilities at MTC during regularly scheduled operating hours in accordance with policies and procedures adopted by the Board. At its discretion, the Board may also establish additional membership categories including those that may allow for more limited access to MTC facilities in exchange for a reduced payment.
3. Each year, the Board determines the maximum number of membership units to be granted. However, regardless of the number of memberships in MTC, Seville resident memberships are accepted even if the total of memberships will exceed the current year maximum.
4. A waiting list is established once membership in MTC exceeds the maximum set by the Board. As membership slots open, the Board will extend an offer of membership to the first eligible name on the waiting list. If that invitation is declined, the invitee has the option of having their name removed from the waiting list or being placed at the end of the waiting list.
5. Initiation fees and annual dues and/or other charges for all classes of membership shall be as determined by the Board of Directors and said fees, dues and/or other charges may be raised or lowered based on the needs of the Club at the discretion of the Board. Any increase or decrease in such fees, dues and other charges shall be communicated to the membership via mail, email or other electronic means no later than 60 days prior to the due date of such payment.

6. Each member shall be entitled to one vote at any regular or special meeting of the general membership and may be represented at such meetings by proxy in writing.
7. Memberships are not transferable or refundable except as authorized in these Bylaws.
8. Membership shall be limited to residents situated in the general area of MTC bounded by Dalrymple Road, the Chattahoochee river, Johnson Ferry Road, and Roswell Road; however, persons who reside outside this area may be offered membership in MTC as specifically determined by the Board. Any change in boundaries shall not affect existing memberships.
9. A membership unit is a household whose members live together on a year round basis (including students who may attend school away from home)
10. Memberships in MTC are available without regard to gender, race, religion, ethnicity, age, national origin, marital status or sexual orientation.
11. Membership is considered to be in good standing from the time a full season payment is received until February 15<sup>th</sup> of the following year or at such other time as determined by the Board. At that time, the membership lapses until such time as that season's payment is received. Members whose payments of dues, initiation fees, assessments or other charges are not paid on a current basis, in whole or in part, shall not be allowed the use of MTC facilities or vote at any general or special meeting.
12. Any member who becomes delinquent in payment of any dues, initiation fees, assessments or charges shall be assessed a minimum late fee of \$ 50. Annually, the Board will determine the date for application of the late fee.
13. Any member not paid in full by the eve of opening day for swimming will be deemed to have terminated his membership unless notification has been made to the Board. If a member has a financial hardship, the Board is authorized to consider payment arrangements from members as it deems appropriate in the circumstances.
14. Terminated memberships revert back to MTC. The Board shall terminate such membership by removing the member name from the membership rolls of the Club.
15. If a member sells his home, the buyer thereof will have up to 30 days after the purchase of the member's home to apply for membership at the prevailing initiation fee and dues then in effect as determined by the Board.
16. In lieu of a terminated membership, a member may request, in writing, to have their membership placed in "Inactive status" upon payment of an annual fee established by the Board. A membership in "Inactive status" may not use the club facilities and may not vote at any general or special meeting. Inactive status preserves the membership in the total count. A request for "Inactive status" should be made to the Board prior to the eve of opening day for swimming.

17. Any member in good standing may, at any time, terminate his membership by notifying the Board in writing of his desire to do so. Refunds of current year membership dues will be made until the eve of opening day for swimming. Afterwards, no part of the annual dues shall be refunded unless the Board shall approve such a refund based on a review of the circumstances involved.
18. Provided that membership units are available, any member joining MTC after July 15<sup>th</sup> shall be required to pay one-half of the full year's dues; however, the initiation fees and other assessments are still payable at the full rate.
19. Individuals covered under a membership that owes money to MTC for a prior year will not be allowed the use of MTC facilities, even as a guest of a member in good standing.
20. Applications for membership shall be in such form as authorized by the Board. Applicants will be required to submit a list of all individuals covered under the membership and to verify that all qualifications for membership have been met, as determined by the Board in its sole discretion. Each member, upon payment of all fees shall be provided with a copy of the current bylaws and Rules of Operation.
21. The Board may limit or restrict the ability of members to bring guests or other non-members to MTC, providing that such restrictions must be uniformly applied. Members are responsible for the actions of their guests at all times.
22. All individuals covered by a MTC membership, and any and all guests, must comply with the Rules and Regulations of MTC, as adopted by the Board, and with the instructions of the pool management company staff, and are expected to conduct themselves in a manner consistent with the continuing health, safety, and self-respect of other users of MTC. Upon willful failure to comply with the Rules and Regulations on the part of the members or guests; or refusal to comply with the request of the Manager of the pool management company or his/her authorized representative, to leave MTC grounds; or a persistent pattern of conduct that is detrimental to the health, safety, and self-respect of the other users of MTC; or deliberate destruction of MTC property; the Board may take disciplinary action as it deems appropriate, including the suspension of membership rights or the expulsion from active membership of the membership unit in whole or in part.

### Article III – Membership Meetings

1. Meetings of the membership of the club shall be convened twice a year in January or February and September or October at the discretion of the Board. The Board shall present the membership with a statement of the club's condition and activities at each of the two scheduled meetings. This shall include a written presentation of MTC's financial condition.
2. A special meeting of the membership may be called at any time by the President, or in his absence, the Vice President. It is the duty of the President and/or Vice President to call a special meeting when requested to do so in writing by a majority of the Board or 25% of the membership units in good standing.

3. At least 10 days prior to the date of any meeting (including any special meeting), the Secretary shall provide notice of the time, place and agenda of the meeting. Notice shall be made by a posting to MTC's website and by email, and during the swimming season, by an easily visible sign on the club premises to all members. It is the responsibility of each member to ensure that the Board has the correct email address for each eligible voting member in the membership unit.
4. Memberships in good standing shall be entitled to one vote at any membership meeting either in person or by written proxy. A membership in good standing shall be defined as memberships that have paid the current season's membership fees and that do not have any outstanding debts to MTC from the current or any previous season. Memberships not in good standing will not have voting privileges at membership meetings. It is the duty of the Secretary to consult with the Treasurer to determine the members whose accounts are not current and to make a list of the members who are entitled to vote, arranged in alphabetical order. Such list shall be available for inspection at the membership meeting.
5. Proxy voting in writing (by hand or email) is allowed in the event a member cannot attend any membership meeting only in cases where such votes or approvals are sent to the entire membership with the requisite 10 day notice. Proxy votes must be provided to the Secretary of the corporation at the meeting.
6. A quorum shall be defined as the number of eligible voting members in attendance plus the number of eligible votes via proxy. Any voting motion needs 50% plus 1 in order to pass.
7. The President shall call membership meetings to order and shall act as Chairman of such meetings. The Board may appoint any member to act as chairman of any meeting in the absence of the President and Vice President. The Secretary shall act as secretary at all meetings of the members, but, in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting.

#### Article IV – Budget and Dues

1. The Board of Directors shall prepare a proposed annual budget for the ensuing year which shall be submitted to the members at the semi-annual meeting to be held in January or February (before the due date for payment of annual dues). Said budget shall be voted on at this meeting. Members shall be provided with the requisite advance notice. The proposed budget shall outline annual dues and other projected revenues required to meet the anticipated expenses that shall also be delineated in the proposed budget.
2. In the event a proposed budget cannot be approved by February 15<sup>th</sup>, the Board may assess an amount not exceeding the previous year's annual dues as a temporary measure until a budget can be approved.
3. Annual dues must be paid by February 15<sup>th</sup> unless otherwise set by the Board of Directors.

## Article V – Board of Directors

1. The business and property of the corporation shall be managed by a Board of Directors consisting of a number of directors not less than four and no more than twelve elected by the members in good standing at the annual Fall meeting of the members. All officers of the corporation are automatically elected to the Board.
2. The members of the Board shall hold office for two (2) years and may be elected to consecutive 2 year terms with no limitation on the number of consecutive terms a Director may serve. Vacancies on the Board may be filled for the unexpired term by the President, subject to the approval by a majority of the current members of the Board.
3. Members of the Board must be MTC members in good standing.
4. Provided that sufficient members are available and willing, 40% of the Board (other than officers) must be comprised of residents of the Seville subdivision. This provision shall not be amended without the consent of the majority of the members in good standing who live in the Seville subdivision. The Seville Board member's primary role is to assure the Board takes no action which would be detrimental to the interests of the Seville property owners. The Seville Board member(s) shall assure that the Board takes the necessary actions to preserve and maintain the values, integrity and peaceful lifestyles of the properties along Seville Chase and other properties in the vicinity of MTC.
5. The list of nominees to be voted on shall be presented by a nominating committee appointed by the President. Nominations for directors may also be made from the floor by any eligible voting member in good standing, provided that the nominee has agreed to serve if elected.
6. A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the members, except that in such circumstances that involve immediate danger to the life or health of pool members and/or the general public or pose a hazard to the property of MTC, the officers may conduct business as may be necessary to alleviate such hazardous condition.
7. When a decision on a matter before the Board cannot be held until the next scheduled Board meeting, the Board may vote via email, telephone or other electronic method. A majority of the Board members shall constitute a quorum. A vote by the majority of the Board members shall be binding.
8. The Board shall meet at least monthly from March through September and at such other times as they deem necessary. The Secretary shall give at least three days notice of time, place and agenda for such Board meetings.
9. In the event a Board member shall miss three consecutive scheduled meetings, the Board, by majority vote, replace the inactive Director with a successor to serve the remainder of that Director's term.

10. Members of the Board shall serve without compensation. However, they may be reimbursed for reasonable, out-of-pocket expenses directly related to MTC business.
11. The officers, Directors and employees shall be indemnified by the Corporation and the members thereof against expenses actually and necessarily incurred by them in connection with the defense of any action, proceeding or suit in which he is made a part by reason of his being or having been a Director or Officer of the Corporation, except where such person shall be adjudged by a Court of Law or Equity to have been guilty of fraud, bad faith or willful misconduct in the discharge of his corporate duties. MTC shall be required to purchase Directors and Officers insurance coverage annually.

#### Article VI – Officers

1. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer to be elected by the Board of Directors and shall serve subject to the control of the Board. Each officer shall serve until his successor is elected. Vacancies among the offices shall be filled by action of the Board.
2. One person may hold two or more offices, except that the offices of President and Secretary cannot be held by the same person at one time.
3. The Board may from time to time appoint and dissolve other offices as deemed necessary and those offices shall perform such duties as may be prescribed by the Board.
4. The duties of *President* shall include:
  - a. preside at all meeting of the membership and Board
  - b. supervise the general affairs of MTC including the entering of contracts and financial agreements
  - c. sign all contracts, notes & obligations when authorized by the Board
  - d. make semi-annual reports on the condition of MTC and submit these reports to the members at the semi-annual meetings
  - e. perform other duties incumbent upon the office.
  - f. perform the role of Chairman of the Board
5. The *Vice President* shall perform all duties of the President in the President's absence and other duties as directed by the President and Board.
6. The *Secretary* shall perform the following duties:
  - a. Provide notice of all meetings of members and directors
  - b. Record all of the proceedings of the meetings of the members and of the directors
  - c. Provide appropriate communication of the minutes of such meetings to the appropriate audiences
  - d. Perform any other duties as requested by the President and Board

7. The *Treasurer* shall perform the following duties:
  - a. have custody of all monies and securities of MTC
  - b. pay such bills as may be directed by the President or Board
  - c. deposit funds of MTC into banks, trust companies or other depositories as directed by the Board
  - d. keep accurate books and accounts of all receipts and disbursements, which shall be open at all times for inspection by the President or any member of the Board
  - e. submit to the Board at the end of each fiscal year detailed statements of receipts and disbursements
  - f. make reports as to the condition of MTC when requested by the President
  - g. file required tax returns when due
8. Officers shall serve without compensation with the exception of the President and Treasurer whose membership fees shall be waived for the length of their term.

#### Article VII – Authority of the Board of Directors

1. The Board of Directors shall have full power and authority, by resolution and majority decision, to adopt rules and regulations for the operation and use of the MTC facilities; to enter into contracts; and to take any and all other measures necessary to further the purposes of the corporation. All members of the Board of Directors may, following aforementioned resolution and majority decision, sign contracts on behalf of the corporation.
2. In the event that a required vote of the membership units in good standing cannot take place because of the absence of a quorum of the membership after three attempts by the Board to obtain a vote, the vote shall be that of the Board for all items on the agenda in question, and a decision reached by a majority of the Board shall be binding on the membership.

#### Article VIII – Fiscal Year

1. The fiscal year of Mark Trail Club shall end on December 31.

#### Article IX – Committees

1. At the beginning of the fiscal year, the President shall appoint members to serve on Committees. These committees can be permanent or temporary and expire at the end of the fiscal year. There are no limitations on re-appointments.
2. Any member in good standing is eligible to serve on a committee
3. The President shall remove committee members at his discretion.
4. The President shall appoint successor committee members in the event a Committee member resigns during the fiscal year.
5. Committee members shall serve without compensation.

#### Article X - Dissolution

Upon the dissolution of the Corporation, and in no other event, the assets of the Corporation shall be applied and distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid.
2. Assets held by the Corporation requiring return upon dissolution, shall be returned or conveyed in accordance with such requirements.
3. Any surplus remaining shall be distributed equally among the members in good standing as of the dissolution date.

#### Article XI – Amendment to Bylaws

These bylaws may be amended by a two-thirds (2/3) affirmative vote of the members eligible to vote at a duly held regular or special meeting, provided, however, that the text of such proposed amendments shall be provided to the membership via email, posting to MTC website at least 10 days prior to the meeting. Members in good standing shall be entitled to one vote either in person or by written proxy. A membership in good standing is defined in Article III, Item 4. Written proxy votes must be provided to the Secretary of the corporation at or before the meeting.

#### Article XII – Guests

1. Rules concerning guests and guest fees shall be promulgated by the Board and shall be posted on the MTC website and on visible signage at MTC.
2. For Non-members—guests residing within the City of Sandy Springs (zip code 30328) the Board shall set a maximum number of visits allowed per year. Notification of non-member guest policy shall be communicated to all members via email or other electronic means prior to the opening of the pool for the swim season. This rule is intended to encourage membership in MTC and to discourage excessive usage by non-members.
3. Guests who reside outside of the metropolitan Atlanta area may be admitted as guests without charge subject to such rules and regulations as may be set by the Board.
4. Guests who reside inside the metropolitan Atlanta area but outside of Sandy Springs may be admitted as guests of members upon payment of such guest fees as may be prescribed, and subject to such rules and regulations as may be set by the Board.
5. No guest fees shall be collected for any caregiver accompanying a minor child (children) of any member regardless of the location of the caregiver's residence.

Article – XIII –

The officers and directors of MTC shall take no action or make any decisions which would be detrimental to the interests of the property owners on Seville Chase and shall take the necessary action to preserve and maintain the values, integrity, and peaceful lifestyles of the properties along Seville Chase and other properties in the vicinity of MTC.