

STOKESDALE PARKS AND RECREATION
A Non-Profit Corporation

BY-LAWS

ARTICLE I
NAME

The name of the Corporation shall be **STOKESDALE PARKS AND RECREATION**.

ARTICLE II

Section One - Principal Office. The principal office of the Corporation shall be in Stokesdale, Guilford County, North Carolina.

Section Two - Other Offices. The Corporation may have such other offices, either within or without Greensboro, North Carolina, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE III

BASIC POLICIES

Section One - The Corporation shall be nonprofit, noncommercial, nonsectarian, nondenominational and nonpartisan.

Section Two - The name of the Corporation or the names of any officer or director shall not be used in connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objects of the Corporation.

Section Three - The Corporation may cooperate with other organizations and agencies concerned with the corporate purposes, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

ARTICLE IV

MEMBERSHIP

The Corporation may have members and the members shall be the Citizens of the Stokesdale Community.

ARTICLE V

BOARD OF DIRECTORS

Section One - Management of the Corporation. The affairs of the Corporation shall be managed by the Board of Directors.

Section Two - Number of Directors. The Board of Directors shall be not less than two (2) nor more than nine (9) in number, and shall include the officers of the Corporation and the past president.

Section Three - Term of the Board of Directors. On and after February 10, 2003, each director shall serve a two (2) year term of office except that one-half of the Board of Directors' terms of office shall expire on the last day of February of the even numbered years, and the other half of the Board of Directors' terms of office shall expire on the last day of February of the odd numbered years.

Section Four - Selection of Directors. Selection of directors to fill expiring terms shall be held at the annual meeting each year and shall be selected by a majority vote of those directors whose term has not expired. In the event an individual selected to serve on the Board of Directors shall decline, the Directors shall hold another meeting to consider filling the expiring terms. Each director shall hold office until his successor shall have been duly elected and shall have been qualified. There will be no limit to the number of terms that may be served by a director provided that they are properly elected or re-elected at the annual meeting.

Section Five - Past President. The past president shall automatically become a member of the Board of Directors.

Section Six - Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law at the principal offices of the Corporation on the first Tuesday in December each year at 7:00 p.m. If the day fixed for the annual meeting shall be a legal holiday in the State of North Carolina, such meeting shall be held on the next succeeding business day. The Board of Directors may provide by resolution the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section Seven - Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board called by them, provided same is within a twenty-five (25) mile radius of Greensboro, North Carolina.

Section Eight - Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered electronically, personally, or sent by mail or facsimile to each director at their address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by facsimile or electronically, such notice shall be deemed to be delivered when the notice is received by the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or conveyed. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section Nine - Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section Ten - Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section Eleven - Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section Twelve - Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, any director may be indemnified for

expenses and costs, including attorneys' fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in Court or otherwise, by reason of his being or having been such director, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE VI

OFFICERS

Section One - Officers. The officers of the Corporation shall be a president, a vice president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section Two - Election and Terms of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified. There will be no limit to the number of terms that may be served by an officer provided that they are properly elected or re-elected at the annual meeting.

Section Three - Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Failure to communicate is both detrimental to the Corporation and deemed a failure in the duties of an officer, director, or committee chair person. The Corporation expects directors to attend all meetings feasible. In the event a director is unable to attend, they are responsible for providing proper communication. If they are unable to attend a meeting, their report should be submitted to the

President two days prior to the scheduled meeting. Failure to post a report will be an “unexcused absence.” If in doubt whether a report is needed, inquire with the Board President.

In one calendar year, one unexcused absence will result in a written notice via mail or electronically from the Board of Directors signifying your absence. Two unexcused absences will result in a written notice via mail or electronically from the Board of Directors acknowledging the failure to perform assigned duties as a director. At the following meeting, either special or monthly, the case will be reviewed by the Board and determined by a majority vote for your removal and possible replacement.

Section Four - Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section Five - President. The president shall be the principal executive officer of the Corporation, and shall in general supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the members of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation as authorized by the Board of Directors, any instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws, or by statute to some other officer or agent of the Corporation; and, in general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section Six - Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president and who so acting shall have all the powers of and be subject to all the restrictions on the president. Any vice president shall perform such other duties as from time to time may be assigned to the vice president by the president or by the Board of Directors.

Section Seven - Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to

the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as such shall be selected by the Board of Directors; and, in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the Board of Directors.

Section Eight - Secretary. The secretary shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and, in general, perform all duties as from time to time may be assigned to the secretary by the president or by the Board of Directors.

Section Nine - Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

ARTICLE VII

COMMITTEES

Section One - Committee of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

Each committee of the Board is to serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority does not alone relieve a director of his duty to the Corporation.

Section Two - Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section Three - Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section Four - Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section Five - Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section Six - Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section Seven - Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by the By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section Two - Checks, Drafts, or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president of the Corporation.

Section Three - Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank, trust companies or other depositories as the Board of Directors may select.

Section Four - Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX

MISCELLANEOUS

Section One - Books, Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section Two - Waiver of Notice. Whenever any notice is required to be given under the provisions of the North Carolina Non-Profit Corporation Law or under the provisions of the Certificate of Incorporation or the By-Laws of the Corporation, 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 deemed equivalent to the giving of such notice.

Section Three - Dissolution. Upon dissolution of the Corporation no member shall be entitled to receive any of the assets of the Corporation but that such assets shall be donated to such charitable, recreational or civic causes which the majority of the membership present at any annual meeting by appropriate resolution may authorize.

ARTICLE X
AMENDMENTS

These By-Laws may be amended or repealed or new By-Laws may be adopted by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board.

IT IS, THEREFORE, RESOLVED on this 10th day of October, 2005, that the By-Laws presented to this board become the By-Laws of this Corporation effective forthwith.

IT IS FURTHER RESOLVED that the By-Laws be authenticated as such by the certificate of the secretary of this Corporation and placed in its minute books, and that a full and true copy thereof, certified by the secretary, be kept at the principal office of the Corporation for inspection at all reasonable times during business hours.

Christopher C. Young, Treasurer