

**BYLAWS
OF
MOUNTAIN VIEW RECREATION CENTER, INC.**

ARTICLE I

Name, Seal and Offices

Section 1. Name

The name of the corporation is

MOUNTAIN VIEW RECREATION CENTER, INC.

Section 2. Seal

The seal of the corporation shall be circular in form and shall bear on its outer edge the words “Mountain View Recreation Center, Inc.” and the center shall bear the words “SEAL”. The Board of Trustees may change the form of the seal or the inscription thereon at pleasure.

Section 3. Offices

The principal office of the corporation shall be in the County of Catawba, in the community of Mountain View as hereinafter defined.

ARTICLE II

Trustees and Meetings of Trustees

Section 1. Membership

The number of trustees, individuals, who shall be the sole directors and members of this corporation, shall not be less than three (3) nor more than fifteen (15). The number shall be 18 until such time as modified by a two-thirds vote of the trustees. Each trustee shall hold office on rotation until his death; resignation, retirement, removal, disqualification or his successor is elected and qualified. The trustees need not be residents of the State of North Carolina throughout their term.

Section 2. Rights of Trustees

The right of a trustee to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No trustee shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

Section 3. Resignation of Trustees

Any trustee may resign from the corporation by delivering a written resignation to the chairman of the Board of Trustees or secretary of the corporation.

Section 4. Annual Meetings

The annual meeting of the trustees of the corporation shall be held at the principal office of the corporation on the first Monday in April in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing trustees and for the transaction of such other business as may properly come before the meeting.

Section 5. Notice of Annual Meetings

Notice of time, place, and purposes of the annual meeting shall be served, either personally or by mail, not less than ten (10) not more than forty (40) days before the meeting upon each person who appears on the books of the corporation as a trustee and, if mailed, such notice shall be directed to the trustee at his address as it appears on the books of the corporation, unless he shall have filed with the secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Provided however, that in lieu of the notice as hereinbefore set forth, any person appearing on the books of the corporation as a trustee, may file a written waiver of the notice as hereinbefore described with the secretary, or assistant secretary or the corporation at the time of, or prior to the meeting.

Section 6. Special Meetings

Special meetings of the trustees, other than those regulated by statute, may be called at any time by the chairman or secretary or by two trustees and must be called by the chairman or secretary on receipt of the written request of one-third of the members of the corporation.

Section 7. Notice of Special Meetings

Notice of a special meeting stating the time, place, and purpose or purposes thereof shall be served personally or by mail upon each trustee residing within the United States, not less than five (5) nor more than forty (40) days before such meeting, and, if mailed, such notice shall be directed to each trustee at his address as it appears on the books or records of the corporation, unless he shall have filed with the secretary of the corporation a written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to address designated in such request. Provided, however, that in lieu of the notice as hereinbefore set forth, any person appearing on the books of the corporation as a trustee, may file a written waiver of the notice as hereinbefore described with the secretary, or assistant secretary of the corporation at the time, of or prior to the meeting.

Section 8. Quorum.

At any meeting of trustees of the corporation the presence of one-third of the trustees in person or by the proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the trustees present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these' bylaws. In the absence of a quorum or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the trustees present in person or by proxy without notice to any absent member. At any adjourned meeting at which a quorum shall be

present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 9. Voting

At every meeting of trustees each trustee shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such trustee and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period. Each trustee of the corporation shall be entitled to one vote. The vote for trustees and, upon the demand of any trustee, the vote upon any questions before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy.

Section 10. Waiver of Notice

Whenever under the provisions of any law or under the provisions of the certificate of incorporation or bylaws of this corporation, the corporation or the Board of Trustees or any committee thereof is authorized to take any action after notice to the trustees of the corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

Section 11. Chairman

There may be a chairman of the Board of Trustees elected by the trustees from their number at any meeting of the Board. The chairman shall preside at all meetings of the Board of Trustees and perform such other duties as may be directed by the Board. At all meetings, the chairman shall

appoint a secretary from among the trustees, who shall have the duty of recording and preserving minutes of the meetings of the trustees.

Section 12. Compensation

The Board of Trustees may compensate trustees for their services as such and may provide for the payment of all expenses incurred by trustees in attending regular and special meetings of the Board.

Section 13. Removal of Trustees or Officers

Any trustee or officer may be removed from membership or from office by the affirmative vote of two-thirds of the full membership, registered either in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such officer or trustee proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE III

OFFICERS

Appointments and Duties

Section 1. Number

The officers of the corporation shall be the president, vice president, secretary, assistant secretary, treasurer, assistant treasurer, and such other officers with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the Board of Trustees. Any two officers, except those of president and secretary, may be held by the same person.

Section 2. Election, Term of Office and Qualification.

The president shall be elected annually by the Board of Trustees from among their number and shall serve for a period of one year or until a successor is elected, and the other officers shall be elected annually by the Board of Trustees from among such persons as the Board of Trustees may see fit.

Section 3. Vacancies

In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the trustees then in office so elected shall hold office and serve until the next meeting of the Board of Trustees or until the election and qualification.

Section 4. President

The president shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Trustees.

Section 5. Vice President

At the request of the president, or in the event of his absence or disability, the vice president shall perform the duties and possess and exercise the powers of the president; and to the extent authorized by law, the vice president shall have such other powers as the Board of Trustees may determine, and shall perform such other duties as may be assigned to him by the Board of Trustees.

Section 6. Secretary

The secretary shall have charge of such books, documents, and papers as the Board of Trustees may determine and shall have the custody of the corporate seal. He shall keep the minutes of all the meetings of the Board of Trustees. He shall keep a record containing the names, alphabetically arranged, of all persons who are trustees of the corporation showing their places of residence, and

such book shall be open for inspection as prescribed by law. He may sign with the president or vice president, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Trustees, and when so authorized by the Board of Trustees, and when so authorized or ordered by the Board of Trustees, he may affix the seal of the corporation. He shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned to him by the Board of Trustees.

Section 7. Assistant Secretary

At the request of the Secretary or in the event of his absence or disability, the assistant secretary shall perform the duties and possess and exercise the powers of the secretary; and to the extent authorized by law, the assistant secretary shall have such other powers as the Board of Trustees may determine, and shall perform such other duties as may be assigned him by the Board of Trustees.

Section 8. Treasurer

The treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Trustees. He may be required to give bond for the faithful performance of his duties in such sum and with such sureties as the Board of Trustees may require. When necessary or proper he may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Trustees may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Trustees, he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Trustees or by these bylaws to

some other officer or agent of the corporation. He shall make such payments as may be necessary or proper to be made on behalf of the corporation. He shall enter regularly on the books of the corporation to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the corporation, and shall exhibit such books at all reasonable times to any trustee or member on application at the office of the corporation. He shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Trustees.

Section 9. Assistant Treasurer

At the request of the treasurer, or in the event of his absence or disability, the assistant treasurer shall perform the duties and possess and exercise the same powers of the treasurer; and to the extent authorized by law, the assistant treasurer shall have such other powers as the Board of Trustees may determine, may determine, and shall perform such other duties as may be assigned to him by the Board of Trustees.

Section 10. Salaries

The salaries of all officers shall be fixed by the Board of Trustees, shall be reasonable in amount and the fact that any officer is a member of the corporation or a trustee, or a member of the advisory committee, shall not preclude him from receiving a salary or from voting on the resolution providing for the same.

Section 11. Removal

Any officer may be removed from office by the affirmative vote of two-thirds of all the trustees at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its object, or for refusal to render reasonable assistance in carrying out its purposes. Any officer

proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail, of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

ARTICLE IV

Execution of Instruments

Section 1. Checks and Drafts

All checks, drafts and orders for payment of money shall be signed by the custodian upon written instructions of the corporation.

Section 2. Contracts, Conveyances and Instruments

When the execution of any contract, conveyances and instrument has been authorized without specification of the executing officers, the president, secretary or assistant secretary may execute the same in the name and behalf of the corporation and may affix the corporate seal thereto. The trustees shall have power to designate the officers and/or agents who shall have authority to execute any instrument in behalf of this corporation.

ARTICLE V

Amendments

Section 1. By Trustees

The Board of Trustees shall have power to make, alter, amend, and repeal the bylaws of the corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law.

ARTICLE VI

Exempt Activities

Notwithstanding any other provisions of these bylaws, no trustee, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under the provisions of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

ARTICLE VI

Membership

The initial 18 members of the corporation which shall constitute and be known as the Board of Trustees shall be chosen in the sole and absolute discretion of the initial Board of Directors of said corporation and shall be so selected by the initial Board of Directors for staggered term. As the terms as designated by the initial Board of Directors shall expire, replacements for the Board of Trustees as selected by the initial Board of Directors shall be elected for terms of one year at the annual meeting of said Board of Trustees.

Qualifications and Rights of Members shall be as follows:

- (1) That any trustee must reside in the area of Catawba County known as "Mountain View" which shall be deemed to include the area between the Henry River and the Jacobs Fork River on the north and south and the Old Shelby Road, or 33rd Street and Highway 10 on the west and east.

- (2) That race, creed, color, national origin, religious affiliation, sex or age (provided that all trustees must be over the age of 21) shall not be considered in selecting or electing members of the Board of Trustees.
- (3) That no member shall have any property right in any asset, tangible or intangible, real or personal, of whatsoever nature or wheresoever situated of said corporation, nor shall any member or trustee be entitled to a distributive share of the corporation's assets upon its liquidation and the members of the Board of Trustees shall have no rights in the corporation except as set forth in the charter, bylaws, as amended and the statutes of the State of North Carolina.

AMENDMENTS TO BYLAWS

- (1) Any interested Mountain View resident may submit an application to the designated person.
- (2) All applications will be reviewed by the Board of Directors and those that are suitably qualified will be placed on the ballot.
- (3) Any current or future member must sit off the board for a minimum of one year before he will be eligible for renomination.

AMENDMENTS TO BYLAWS

June 1988

- I. That any director must reside in the area covered by the territory in which any legal player in any league resides.
- II. That all directors elected to the board shall serve a three-year term and then must remain off said board for one full year before being reelected to said board.
- III. That directors may vote by proxy in their absence.
- IV. That directors shall not be enlisted as sports officials in local leagues. That directors shall not receive compensation for work performed for the recreation center.
- V. That any director that shall miss three consecutive meetings without prior notice to secretary will be asked to resign from board of directors.

Submitted to bylaws;

Elizabeth C. Brown

Secretary

AMENDMENTS TO BYLAWS

DECEMBER 1992

- (1) Change to Article VII (Membership).

That the initial number of Board members be changed to twenty-eight (28), by vote of majority of Board members.

Submitted to bylaws:

Kim Walters

Secretary