

**AMENDMENTS AND RESTATEMENTS TO THE  
BY-LAWS OF THE HAMLET SWIM CLUB, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is Hamlet Swim Club, Inc., hereinafter referred to as "the Corporation" or "Hamlet Swim Club."

**ARTICLE II  
PURPOSE**

This Corporation is formed for the purpose of constructing, operating, and maintaining recreational facilities in the McLean Hamlet Subdivision for the use of members and their guests. The words "McLean Hamlet Subdivision" wherever they appear in these Amendments, shall be interpreted to include McLean Hamlet Subdivisions one, two, three, four and five.

**ARTICLE III  
MEMBERSHIP**

**1. Number:** The membership of this Corporation shall be limited to a maximum number not to exceed the number of memberships allowed by the applicable County of Fairfax, Virginia operating permit and other applicable laws, regulations, permits, and ordinances. The Board of Directors may impose further limits on the maximum number of memberships if, in its judgment, doing so will be in the best interests of the membership. When the maximum number of members has been reached, no new member shall be admitted to membership until a vacancy shall occur.

**2. Classes:** There shall be three classes of membership, Active Family, Active Adult, and Inactive. The privileges, duties and responsibilities of each class of membership shall be as described below. Except as provided in Article III, section 4 (F) below, a membership is non-transferable and non-assignable and upon resignation, termination, or failure to maintain qualifications for membership said membership becomes the property of the Corporation, as provided in these By-laws.

(A) Active Family Membership: An Active Family Membership may be purchased by any person who meets all qualifications for membership, including but not limited to payment of the full amount of annual dues for an Active Family Membership and all other outstanding dues, fees, assessments, or other charges.

(B) Active Adult Membership: An Active Adult Membership may be purchased by any person who meets all qualifications for membership, including but not

limited to payment of the full amount of annual dues for an Active Adult Membership and all other outstanding dues, fees, assessments, or other charges.

(C) Inactive Membership: An Inactive Membership may be purchased by an Active Family or Active Adult Member who submits a written request to the Secretary, and who meets all of the qualifications for membership including but not limited to payment of the full amount of annual dues for an Inactive Membership and all other outstanding dues, fees, assessments, or other charges.

### **3. Membership: Qualifications, Conditions, and Priorities**

(A) Any adult resident of Northern Virginia may make application for Active membership in this Corporation to the Board of Directors on forms to be provided for that purpose. Each person applying for membership shall agree that as an ongoing condition of membership, he/she will promptly pay, when due, all fees, dues, assessments, or other charges that shall be prescribed by the Board of Directors pursuant to the authority contained in the By- Laws of the Corporation.

(B) Membership shall commence upon approval of an application for membership by the Board of Directors and payment of such fees, dues, assessments, or other charges as shall be due. If the maximum number of members established by the By-laws or the Board of Directors has been reached, a membership Waiting List will be established. As vacancies occur in the membership, qualified residents of the McLean Hamlet Subdivision will be given priority status on the Waiting List over non-residents of the McLean Hamlet Subdivision.

(C) Any member who has retained Active Status in the Corporation and who remains eligible for Active Status, may assume Inactive Status if, prior to the due date for payment of annual dues, or such other date that the Board of Directors allows, the member submits a written request to the Secretary to change the membership class to Inactive and makes full payment of all annual dues, fees, assessments, or other charges that are due to the Corporation.

### **4. Membership Privileges and Duties.**

(A) Active Family Membership: Upon payment of the annual dues, fees, assessments or other charges required by the By-laws or by the Board of Directors, the holder of an Active Family Membership, his/her unmarried and dependent children, and any person, other than an employee or agent residing at the Active member's residence, may personally use the facilities of the Hamlet Swim Club without the payment of guest fees. Provided, however, that the Board may allow an employee or agent of an Active member whose primary responsibility is to provide care for that member's unmarried and dependent child(ren) on an ongoing basis to personally use the facilities of the Hamlet Swim Club without the payment of guest fees during the

period of such employment or agency if accompanied by a family member. The names of all such unmarried and dependent children, residents, and care-givers must be provided in writing by the holder of the Active Family Membership to the Board of Directors for approval prior to use of the facilities of the Hamlet Swim Club by such persons.

(B) Active Adult Membership: Upon payment of the annual dues, fees, assessments or other charges required by the By-laws or by the Board of Directors, the holder of an Active Adult Membership, and no more than one other adult residing in the same household as the holder of the Active Adult Membership, may personally use the facilities of the Hamlet Swim Club without the payment of guest fees. The name of the second adult resident who will use the facilities without payment of guest fees must be provided in writing by the holder of the Active Adult Membership to the Board of Directors for approval prior to such use.

(C) Inactive Membership: Inactive Memberships are offered to those members who wish to retain their memberships, but do not plan to use the Corporation's facilities for one or more years. Upon payment of applicable annual dues, fees, assessments, or other charges required by the By-laws or by the Board of Directors, a Member may become Inactive and retain the right to vote on matters submitted to the membership. The following conditions also apply to Inactive Memberships:

(i) An Inactive Member relinquishes all rights and privileges to use the Corporation's facilities and to attend its social and recreational events or for others to use the Corporation's facilities and to attend its social and recreational events (hereinafter "Seasonal Use Rights") during the period of Inactive status, and automatically assigns and transfers all Seasonal Use Rights to the Corporation for sale or resale to non-members in accordance with these by-laws. The funds received from the sale or resale of the Seasonal Use Rights become the sole property of the Corporation, and the Inactive member has no right to receive any portion thereof at any time.

(ii) An Inactive member automatically reverts to Active Status on March 1 of the following year. However, the member may reassume Inactive Status for that year or future years by annually submitting a written request to the Secretary to change the membership class to Inactive and by making full payment of all applicable annual dues, fees, assessments, or other charges that are due to the Corporation no later than the date members are required to pay their annual dues, or such other date as the Board of Directors allows.

(D) Membership Voting Rights: Each Active and Inactive Membership shall be entitled to one vote upon such matters or questions as are presented to the membership at the annual and special meetings of the Corporation.

(E) Membership Duty to Make Payments: Each Active and Inactive Member shall pay all dues, fees, assessments, and other charges due from such member. The Board of Directors shall terminate any membership for failure to pay all outstanding dues, fees, assessments, or other charges, as provided in Article IV, Section 6.

(F) Grand-fathering Provisions: Lease and Rental Agreements: Notwithstanding the provisions in Article III, Section 2 above, Active Family and Active Adult members may directly transfer or assign their Seasonal Use Rights in the Hamlet Swim Club's facilities to their renters or lessees and retain their Active status and right to vote during such rental or lease period only if such members rented or leased their homes prior to December 9, 1999, and, as a condition of their lease or rental agreement, transferred or assigned their Seasonal Use Rights to their renters or lessees.

Members who retain Active Family or Active Adult Membership while directly transferring or assigning their Seasonal Use Rights to their renters and lessees under these exceptions must provide in writing the names of all such renters and lessees to the Board of Directors prior to use of the facilities of the Hamlet Swim Club by such persons. Members who retain Active Family or Active Adult Membership while directly transferring or assigning their Seasonal Use Rights to their renters and lessees under these exceptions retain no Seasonal Use Rights for themselves or other residents of their household during the period of assignment. Active members remain responsible for the timely payment of all annual dues, fees, assessments, or other charges to the Corporation during the period of assignment. Renters or lessees of Active Members may be suspended for misconduct as described in Article III, Section 7, below.

**5. Resignation.** Any member may withdraw from the Corporation after fulfilling all obligations to it, by giving written notice of such intention to the Board of Directors or its designee. Resignation shall be effective upon the date requested in the notice or, in the absence of such a date, upon receipt of notice by the Board. Any person who, being a member, fails to fulfill the ongoing conditions of membership shall be deemed to have resigned. Repayment of the New Member Contribution, as set forth in Article IV, and the refundable amount(s) of assessments paid for capital improvements, if any, less any outstanding obligations to the Corporation, will be made to the resigning member.

**6. Suspension by Pool Management.** Active members and all other persons using the facilities of the Corporation, including guests, renters and lessees covered by Article III, Section 4 (F), purchasers of Seasonal Use Rights covered by Article IV, Section 9, and other users covered by Article IV, Section 10, may have their membership and their rights or privileges to use the facilities of the Corporation and to attend its events immediately suspended at the discretion of the Pool Manager or, in the absence of the Pool Manager, by such person(s) designated by him/her, upon any infraction of any rules of safety established by the Pool Management Company or by

the Board of Directors, or infraction of other rules so established and governing the enjoyment of pool privileges, but such suspension shall not exceed one day, in addition to the day on which the infraction occurs.

## **7. Suspension or Termination of Membership by the Board of Directors.**

(A) In the event of nonpayment of dues, fees, assessments, or other charges, within the time provided by these By-laws or, where these by-laws are silent, by the Board of Directors, the Board shall terminate the membership after twenty (20) days written notice to the member of the outstanding obligations and the Board's intention to terminate the membership. In the event of some other serious infraction or continuing infractions of rules or abuse of privileges, the Board of Directors, at a regular or special meeting, may by two thirds (2/3) vote of the Directors present at the meeting, suspend an Active or Inactive Member for such time as the Board of Directors determines to be appropriate, or terminate the membership if it deems termination appropriate.

(B) Suspensions of three (3) days or less may be imposed immediately without notice or an opportunity to be heard. Suspensions in excess of three (3) days must be preceded by at least ten (10) days written notice mailed or hand-delivered to the Member and an opportunity to provide a written or oral statement to the Board of Directors, the form and length of which will be determined by the Board. Provided, however, that if the Board of Directors determines by a two-thirds (2/3) vote of Directors in attendance at a regular or special meeting that a suspension should be imposed immediately to protect the health or safety of the membership, notice and an opportunity to provide a statement to the Board of Directors may take place after the suspension begins.

(C) Except as provided in Article III, Section 7 (A) regarding nonpayment of dues, fees, and other charges, terminations of membership must be preceded by at least thirty days written notice mailed or hand-delivered to the Member, and an opportunity to provide a written or oral statement to the Board of Directors, the form and length of which will be determined by the Board.

(D) Where a person has been suspended by the Pool Manager or his/her designee, the Board of Directors may, by a two-thirds (2/3) vote of Directors in attendance at a regular or special meeting, impose an additional suspension on that person, or on other persons, for the same infraction that formed the basis for the suspension imposed by Pool Management if, in the judgment of the Board, such additional suspension is warranted.

(E) The Board of Directors may, by two-thirds (2/3) vote of Directors in attendance at a regular or special meeting, suspend a person and also serve notice of an intent to terminate the membership where the Board, in its discretion, believes that

termination is appropriate and an immediate suspension is necessary to protect the health or safety of the membership.

(F) Upon termination of a membership, the Board will repurchase such membership in like manner as if the member had resigned. Membership will automatically be terminated without refund where past due fees or other charges exceed the refundable value of the membership.

(G) The Board of Directors may, by two-thirds (2/3) vote of Directors in attendance at a regular or special meeting, suspend or revoke the present and future rights or privileges of guests, renters and lessees covered by Article III, Section 4 (F), purchasers of Seasonal Use Rights covered by Article IV, Section 9, and other users covered by Article IV, Section 10, to use the facilities of the Corporation and to attend its events.

#### **ARTICLE IV**

#### **FEES, DUES, ASSESSMENTS, AND OTHER CHARGES**

1. **New Member Contribution.** A refundable New Member Contribution (formerly referred to as an "Initial Membership Fee" or "Membership Fee"), presently set at \$545.00, shall be required for each new membership. The Board may modify the amount of the New Member Contribution, giving due consideration to the interests of all members and the financial condition of the Corporation.

2. **Capital Improvement Fee.** The Board of Directors may establish and assess a non-refundable Capital Improvement Fee to be paid by new members and may modify the amount of the Capital Improvement Fee, giving due consideration to the interests of all members and the financial condition of the Corporation.

3. **Initiation Fee.** The Board of Directors may establish and assess an Initiation Fee to be paid by new members, and may modify the amount of this fee giving due consideration to the interests of its members and the financial condition of the Corporation.

4. **Dues.** The Board of Directors shall set the amount of annual dues for each class of membership. The Board of Directors may also establish and assess a penalty for non-payment of dues and may terminate a membership for non-payment of dues as set forth in of this Article III, Section 7.

5. **Special Assessments.** Special assessments may be levied by the Board with membership approval. The membership may approve the maximum amount and general purpose of a special assessment while delegating responsibility to the Board of Directors to resolve issues relating to the choice of contractors, specific contractual provisions, the schedule for starting and completing capital or other improvements and

expenditures, the time and conditions for payment of the special assessment, and other specific issues. Special assessments approved by the membership to fund capital improvements shall in effect become part of the New Member Contribution and shall become repayable to the member upon resignation, as provided in Article III, section 5, unless the Board recommends and the membership, at the time of its approval, provides that the special assessment will not be refundable, or will be only partially refundable.

## **6. Notification.**

(A) Each year, the Board of Directors shall send written notice to each member setting forth the amount of annual dues and fees to be paid by that member and the date that payment is due. The Board of Directors may also establish and assess penalties for non-payment of dues, fees and other charges by providing members with at least fifteen (15) days written notice that such a penalty will be assessed if payment is not received by the stated penalty date. The Board of Directors shall terminate a membership for non-payment of dues, fees, and other charges after providing a member with twenty (20) days written notice of its intent to terminate the membership on that basis.

(B) The Board of Directors shall send written notice to each member setting forth the amount due for special assessments at least 30 days before the payments for such assessments are due, and the Board may establish and assess penalties for non-payment of assessments and may terminate memberships for non-payment of assessments by following the same notice requirements set forth in this section regarding non-payment of dues and fees.

**7. Guest Fees.** It is the policy of the Corporation to allow Active members and purchasers of Seasonal Use Rights to bring guests to use the Corporation's facilities or to attend the Corporation's special events when, in the Board's discretion, opening the Corporation's facilities and events to such guests is feasible and in the best interests of the membership in general. The Board of Directors may establish rules, procedures, restrictions, fees, and other charges for the admission of guests to the Corporation's facilities. Any action taken by the Board with respect to guests shall evidence due regard to the paramount interests of the members and their immediate families in their enjoyment of the Corporation's facilities, and, in addition to the foregoing, shall be based upon the financial condition of the Corporation and the adequacy of the physical plant to accommodate members and guests.

**8. Nonpayment By Members.** No member shall be allowed to exercise any rights or privileges of membership while any dues, fees, assessments, or other charges are due and unpaid.

## **9. Seasonal Use Fees, Eligibility, Rights, and Obligations.**

(A) Fees. In accordance with Article III, Section 4 (C), the Board of Directors may sell and resell the Seasonal Use Rights that are automatically assigned and transferred to the Corporation when an Active member assumes Inactive status. The Board of Directors shall set the fees and other charges for the purchase of such Seasonal Use Rights.

(B) Eligibility. When selling Seasonal Use Rights that have been assigned and transferred to the Corporation, the Board of Directors shall give priority to the person on the Corporation's Waiting List who is entitled to become the next member of the Corporation in accordance with the Qualifications, Conditions and Priorities of Membership as set forth in Article III, section 3 of these By-laws. Provided, however, that the Board may, by majority vote, assign Seasonal Use Rights to a family that is not next in line on the waiting list if it is the family of (1) a minor child who has been hired to serve as a coach for one of the Corporation's officially sponsored teams, in order to allow such minor child also to compete as a participant for that team in accordance with all applicable league rules and requirements, or (2) the family of a coach of one of the Corporation's officially sponsored teams. Provided, further, however, that such an assignment of Seasonal Use Rights may not be converted into a permanent membership in the Corporation.

(C) Rights and Obligations.

(i) Purchasers of Seasonal Use Rights are not members of the Corporation and derive no rights or privileges from their purchase other than to use the Corporation's facilities, to attend and participate in such special events that the Board opens to purchasers of Seasonal Use Rights, and to join the Corporation's sponsored teams as permitted by the Corporation's Board of Directors and by the rules, regulations, and requirements of the leagues, organizations, associations, and governmental entities that approve, accept, administer, sponsor, or regulate, the Corporation's teams. Purchasers of Seasonal Use Rights and their guests are subject to all rules, regulations, and other requirements regarding conduct and behavior as are applicable to members, and are subject to having their rights suspended or terminated as set forth in Article, III, Sections 6 and 7.

(ii) A Purchaser of Seasonal Use Rights maintains his or her position on the Corporation's Waiting List. In the event an Active membership becomes available and is offered to a purchaser of Seasonal Use Rights prior to the termination of those rights, that purchaser must accept such membership by paying to the Corporation, within ten (10) days of the offer, the New Member Contribution, the initiation fee, any applicable special assessments, and all other fees and charges required of members. If full payment is not made, the offeree's Seasonal Use Rights shall be automatically terminated and the offeree's name will be removed from the Corporation's waiting list.

**10. Other Fees, Charges, and Conditions.** The Board of Directors may establish other fees and charges, including but not limited to fees or charges for special events, monthly pass fees to use of the Corporation's facilities, private party fees, participation fees for joining the Corporation's teams or clubs, annual maintenance fees, lost or damaged property fees, and fees for administrative services. In establishing fees and charges, the Board of Directors shall consider the financial condition of the Corporation and the interests of all its members.

## **ARTICLE V**

### **MEETINGS OF THE MEMBERS**

**1. Annual Meeting.** An annual meeting of the members of the Corporation shall be held each year at a time and place designated by the Board of Directors. Members shall be duly notified of the date, time, and place of this meeting by notices mailed to the members not less than ten (10) days nor more than sixty (60) days prior thereto. At this meeting the members shall by ballots and proxies elect the Directors and Officers of the Corporation and shall transact such other business as shall properly come before them.

**2. Special Meetings.** Special meetings may be called by the President with the approval of at least one-fourth (1/4) of the directors then in office. In addition, if five percent (5%) of the Members in good standing submit a written request for a special meeting specifying the purpose for the meeting, the Board shall be obligated to call such a meeting to be held no more than sixty (60) days after receipt of the written request. Written notice of special meetings shall be mailed to the members not less than ten (10) days nor more than sixty (60) days prior thereto. The date, time, place and purpose of the special meeting shall be stated in the notice, and no other business shall be entertained or transacted at the meeting.

**3. Time and Place.** The time and place of all meetings shall be designated by the Board of Directors.

**4. Proxies and Absentee Ballots.** Proxies and absentee ballots will constitute membership representation at annual and special meetings when a majority or greater vote of the membership is required. Proxy votes will be issued for each pre-announced meeting and will be valid only for that meeting and any adjournment of that meeting due to the lack of a quorum. Proxy votes may be given any member of the Corporation in good standing to be presented to the Secretary at the membership meeting for inclusion in the voting. The Board of Directors may also establish rules allowing members to submit proxies via electronic mail to the extent allowed by all applicable laws, regulations, and other legal requirements.

**5. Balloting.** Each member in good standing may cast one (1) vote, in person

or by proxy on issues brought before the membership at annual or special meetings. In all membership votes, a majority vote is controlling provided the quorum requirements of Article V, section 6 are met, except that to amend the Articles of Incorporation, to amend Article VI, Section 14 of the By-laws (or to amend the preceding reference to Article VI, Section 14 in this Article V, Section 5), or to dissolve the Corporation, a two-thirds (2/3) majority of the votes cast, in person or otherwise, at a meeting called for the purpose of considering such action must be cast in favor of the amendment or dissolution motion.

**6. Quorum.** Representation in person or by proxy of at least one-tenth (1/10) of the members in good standing is required to hold a membership meeting; provided, however, that on any membership vote to amend the Articles of Incorporation, or the By-laws, participation in the vote of at least one-fourth (1/4) of the members in good standing is required and on any membership vote to dissolve the Corporation or to amend Article VI, Section 14 of the By-laws (or to amend the preceding reference to Article VI, Section 14 in this Article V, Section 6), participation in the vote by at least one-half (1/2) of the members in good standing is required.

**7. Parliamentary Rule.** The majority of the members entitled to vote at any duly held meeting of the Corporation may, by majority vote, require that all business transacted at that meeting shall be pursuant to ROBERTS RULES OF ORDER, except when such rules may be contrary to the law, the Articles of Incorporation, or the By-laws of the Corporation.

## **ARTICLE VI** **DIRECTORS**

**1. Powers and Duties.** The business and affairs of the Corporation shall be managed by the Board of Directors.

**2. Number and Qualifications.** The Corporation shall have not fewer than nine (9) and not more than 20 (twenty) directors. The total number of directors shall be designated by the Board of Directors based on its judgment of the number of Directors necessary to effectively carry out the Board of Directors' functions and responsibilities, oversee the Corporation's operations, and further the interests of the Corporation's members. Provided, however, that a member of the Board of Directors shall not be involuntarily removed from office except as provided by section 8 of this Article. All directors must be either Active Members of the Corporation or individual adults who are entitled to use the Corporation's facilities, pursuant to the Active Membership of another, but exclusive of guests, renters, or lessees.

**3. Method of Election.** As the terms of directors expire, elections of new Directors or the reelection of Directors shall take place at annual meetings of the membership. Candidates for the office of Director shall be nominated in the same

manner as Officers as provided in Article VII, Section 2.

**4. Term of Office.** The term of office for Directors elected by the membership will be three (3) years. Terms of office commence on the day following the annual meeting and expire at the end of the day of the annual meeting. Where a Director has filled a vacancy that was created by death, resignation, suspension, or removal, the term of office of that Director shall terminate at the end of the replaced Director's term.

**5. Successive Terms.** Directors who are not officers may serve for a maximum of three consecutive terms in office. Provided, however, that after retiring from office for one year or more a director who previously served three consecutive terms becomes eligible for re-election.

**6. Quorum.** Attendance at a Board of Directors meeting of a majority of the Directors in good standing constitutes a quorum for the purpose of transacting business, and the act of such a majority shall be the act of the Board of Directors. In the event the quorum requirement is not met at a properly called meeting of the directors, then those Directors in good standing in attendance at a subsequent meeting called after written or e-mail notification to all Directors shall constitute a quorum for conducting the business of the Board of Directors.

**7. Vacancies.** Vacancies on the Board of Directors caused by death, resignation, withdrawal, suspension, or removal of a Director shall be filled for the remainder of the former Director's term by a majority vote of the Board.

**8. Resignation, Removal, and Absences.** The Secretary shall record the resignation, removal, or death, or disability of a Director in the minutes of the first meeting at which such suspension or termination of the Director's service is known. The members of the Corporation may, by majority vote at any duly held meeting, remove any director from office for cause.

**9. Regular Meetings and Place of Meetings.** The Board of Directors shall hold a minimum of nine (9) regular meetings each year at a time and place designated by the President. At least one meeting will be held every other month. Additional meetings, as required, may be scheduled by the Board of Directors.

**10. Special Meetings.** Special meetings may be called at the request of the President or one-third (1/3) of the Directors. If twenty-five (25) of the Active Members in good standing request, in writing, a special meeting of the Board of Directors, the Board shall also be obligated to call such meeting. Special meetings of the Board of Directors shall be held at a time and place designated by the President.

**11. Compensation.** Except as provided below, Directors shall not receive any remuneration for their services as Directors and shall not be otherwise gainfully

employed by the Corporation.

(a) Directors are not required to pay the annual maintenance fee that is charged to members so as long as the Board of Directors provides all members of the Corporation with an opportunity to provide reasonable services, as determined by the Board, in lieu of paying the annual maintenance fee;

(b) Directors may receive fifteen guest passes for each year they serve as Directors, under rules and procedures established by the Board of Directors;

(c) The four Officers of the Corporation are exempted from paying annual dues for so long as they serve as Officers;

**12. Presiding Officer.** The President of the Corporation shall preside at meetings of the Board of Directors. In the absence of the President, the Vice President shall preside. In the absence of both the President and Vice President, the members present at the meeting shall by majority vote choose a Presiding Officer for that meeting.

**13. Parliamentary Rule.** The majority of the directors present at a duly held meeting of the Board of Directors may, by majority vote, require that the business transacted at that meeting shall be pursuant to ROBERTS RULES OF ORDER, except when such rules may be contrary to the law, the Articles of Incorporation, or the By-laws of the Corporation.

**14. Multi-purpose room.** The Board of Directors may not seek to amend the multi-purpose room use provisions of the Corporation's Fairfax County Special Use Permit unless:

(a) Notice and a copy of the proposed amendment is mailed or otherwise delivered in writing (not electronically) to each member of the Corporation and to all homes on Dunsinane Court (includes non-members) at least sixty (60) days prior to any meeting of the general membership at which such proposed amendment shall be considered; and

(b) A two-thirds (2/3) majority of the votes cast, in person or by written proxy (not electronically), at a meeting at which at least one-half (1/2) of the members in good standing are present, in person or by proxy, called for the purpose of considering such action is cast in favor of the amendment motion; provided, however, that beginning January 1, 2033, a one-half (1/2) majority of the votes cast, in person or by written proxy (not electronically), at a meeting at which at least one-half (1/2) of the members in good standing are present, in person or by proxy, called for the purpose of considering such

action is cast in favor of the amendment motion.

## **ARTICLE VII OFFICERS**

1. **Number.** The Corporation shall have four (4) Officers: a President, a Vice President, a Secretary, and a Treasurer, each of whom shall also serve as a Director of the Corporation.

2. **Method of Election.**

(a) The Officers of the Corporation shall be elected by the membership of the Corporation from among the Active members of the Corporation at the annual meeting.

(b) **Procedure for Nominations.** Prior to each annual meeting, a nominating committee of at least three persons appointed by the President for no more than two consecutive years shall recommend to the Board of Directors qualified persons who are willing to replace the Officers whose terms will expire at the end of the day of the annual meeting. The committee's recommendations shall be provided to each Director at least seven (7) days prior to a meeting at which the Board of Directors shall vote on candidates to recommend to the membership. At that meeting, the Board of Directors shall approve by majority vote a slate of recommended candidates for each office from the recommendations made by the nominating committee or by any other Active member of the Corporation, including any Director. Provided, however, that if, at least ninety (90) days before the annual meeting of the membership, twenty (20) or more Active members of the Corporation recommend, in writing, a qualified candidate for a particular office to the Board that candidate's name must be included and identified on the ballot and proxies as either the recommended candidate of the Board or as a candidate recommended by twenty (20) or more Active members of the Corporation.

3. **Term of Office.** Each officer elected by the membership shall serve for a three (3) year term of office beginning the day following the annual meeting at which the officer is elected and ending at the end of the day of the annual meeting three years later, or at the time a successor is elected and is able to assume office.

4. **Successive Terms.** Officers may serve for a maximum of two consecutive terms in the same office. Provided, however, that after retiring from that office for one year or more, an Officer who previously served two consecutive terms in office becomes eligible for reelection to that office.

5. **Powers and Duties.**

(a) **President** - The President shall preside at all meetings of the Board of Directors and of the Corporation, and shall be a member, ex-officio, with right to vote, of all committees except the nominating committee. In the event of the resignation, removal, absence, or disability of another officer, the President may delegate such Officer's responsibilities to another Director until the vacancy in office is filled, or until the absence or disability has ended. The President shall appoint all standing and special committees, shall have authority to sign the checks and drafts of the Corporation and all contracts or instruments to which the Corporation is a party, and shall perform such other duties as are customary to the office of the President, or as may be directed to be performed by resolution of the Board of Directors.

(b) **Vice President** - The Vice President shall have responsibility for overseeing the Corporation's operations. In the case of death or absence of the President, or the President's inability to act for any cause, the Vice President shall assume the duties of the President.

(c) **Secretary** - The Secretary shall take or supervise the taking of the minutes of the Corporation; distribute copies of such minutes; maintain the minutes and other records of the Corporation; maintain a record of the members of the Corporation; maintain the Corporation's Membership Waiting List; and notify the members of the annual, regular and special membership meetings.

(d) **Treasurer** - The Treasurer shall have responsibility for all funds, securities, and valuable papers of the Corporation and shall have authority to sign the checks and drafts of the Corporation. The Treasurer shall also provide and maintain full and complete records of all the assets and liabilities of the Corporation; prepare and submit at every other regular meeting of the Board of Directors a financial statement of the condition of the Corporation as of the last day of the preceding month; prepare a proposed annual budget for the consideration of the Board and the membership; serve as a member of the auditing committee; and prepare or supervise the preparation of such tax reports and information returns as local state and Federal laws may require.

6. **Vacancies.** Vacancies among the officers shall be filled by a majority vote of the Directors voting at a meeting specifically called for that purpose.

## **ARTICLE VIII** **AMENDMENTS**

1. **Eligibility.** Amendments to the Articles of Incorporation and the By-Laws may be made in the manner provided herein.

2. **Procedure.** Amendment, repeal or making of new of new By-laws shall be accomplished in the following manner:

(a) A draft of the proposed change or changes must be submitted to the Secretary of the Corporation at least thirty (30) days prior to the meeting at which the amendment(s) will be considered.

(b) Notice of the proposed change(s) with a copy of the proposed change(s) must be mailed to each member of the Corporation at least twenty (20) days prior to any meeting at which such proposed change(s) shall be considered.

## **ARTICLE IX** **PROPERTY, FINANCES, AND CONTRACTS**

### **1. Right of Membership.**

(a) No interest in real estate with a fair market value of \$25,000 or more, or for which the Corporation receives or pays property or services whose fair market value is \$25,000 or more, may be acquired, sold, mortgaged, or transferred unless approved by a majority of the active membership present at a duly held meeting of the members. Provided, however, that the Board of Directors may grant easements to utility companies, adjacent property owners, and governmental authorities without membership approval if, in the judgment of the Board, such easements do not significantly affect the value or use of the Corporation's property and if the Board believes such easements are in the best interests of the members.

(b) It is the Corporation's policy that proposed non-budgeted expenditures exceeding the greater of \$40,000 or 20 percent of the Corporation's prior year's gross income be submitted to the membership for approval when a majority of the Board, in its discretion, determines that holding such a vote is practical based on the urgency of the issue giving rise to the expenditure and the amount needed or anticipated for the expenditure.

**2. Deposit of Funds.** The funds of the Corporation shall be deposited only in national banks, state banks, Federal savings associations, or trust companies operating in accordance with the laws of the State of Virginia and only in institutions the deposits of which are insured by the Federal Deposit Insurance Corporation.

**3. Time of Deposit.** All funds of the Corporation shall be deposited in such qualified depository or depositories as the Board of Directors may from time to time by written resolution designate, and shall be so deposited as soon as reasonably practical.

**4. Disbursements.** All disbursements of funds of the Corporation shall be made by checks signed by the President or the Treasurer. Provided, however, that the Board of Directors may by resolution provide for the establishment of a petty cash fund in an amount deemed reasonable by the Board for postage and for defraying other minor expense items of the Corporation.

5. **Fidelity Bond.** The Board of Directors may secure the faithful performance of the President and Treasurer and any other person having check signing authority by means of an adequate fidelity bond when, in its discretion, it deems the cost of such a bond to be a reasonable expense to insure against the risks covered by such a bond.

6. **Investment of Funds.** The excess funds of the Corporation may be invested only in obligations of the United States Government or Federally insured savings institutions. They may not be loaned to or invested with any Officer, Director, or member of the Corporation.

7. **Contracts.** Unless otherwise prohibited by the Corporation's Articles of Incorporation or By-laws, the Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8. **Compilation Report.** A certified public accountant shall be engaged to prepare and issue annual financial statements and an Accountants' Compilation Report. The report shall be available to the members at the annual meeting.

9. **Fiscal Year.** The fiscal year for the Corporation shall begin on January 1 and end on December 31 of each year.

10. **Financial Statement.** The Board of Directors shall cause to be prepared and mailed to each member of the Corporation at least ten (10) days in advance of the annual meeting of the members of the Corporation a statement of the projected costs and revenues through the end of the calendar year compared to budget and a proposed budget for the following year.

11. **Dividends.** There shall be no dividends to members of the Corporation.

## **ARTICLE X MISCELLANEOUS**

1. **Corporate Books and Records.** Corporate books and records shall be open to inspection by members, at such times as may be fixed by the President, and such inspection shall take place at the customary place of keeping said books and records, or such other place as the President may designate, all upon prior request and reasonable notice.

2. **Corporate Seal.** The corporate seal, if any, shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal." The corporate seal shall be kept by the Secretary.

**3. Waiver of Notice.** Whenever any notice is required to be given to any member or director of this Corporation under provisions of law 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 of the action requiring the notice, shall be deemed the equivalent of giving such notice.

**4. Singular Includes Plural and Gender.** Whenever in these By-laws reference is made to the singular or masculine gender such reference shall apply to the plural and the female gender with equal force wherever the context requires same.

## **ARTICLE XI** **OPERATING REGULATIONS**

**1. Purpose of Regulations.** Operating rules and regulations for the Corporation's recreational facilities shall be established for the comfort, benefit, and protection of all members and guests. Such rules and regulations shall, at a minimum, conform to the statutory and other legal or regulatory requirements of the State of Virginia and the County of Fairfax.

**2. Establishment of Regulations.** The operating rules and regulations shall be established, and revised or amended, by the Board of Directors.

Adopted February 28, 1968  
First Amendments: April 30, 1970  
Second Amendments: November 20, 1972  
Third Amendments: November 17, 1977  
Fourth Amendments: October 18, 1978  
Fifth Amendments: December 9, 1999  
Sixth Amendments: September 12, 2002  
Seventh Amendments: December 6, 2006  
Eighth Amendments: June 3, 2008