

# **FOX HUNT SWIM CLUB, INC.**

## **BY-LAWS**

### **ARTICLE I. DIRECTORS**

1. **Number.** The Board of Directors shall consist of thirteen (13) members. Each director shall be a Permanent Member of the Corporation unless there is not a Permanent Member willing to be nominated for a particular director position, in which case said position may be filled by an Associate Member.
2. **Elections.**
  - a. Thirteen directors shall be elected by the active Permanent Members to manage the affairs of the Corporation. Each year, at the annual meeting of the membership, the required number of directors shall be elected for a term of two years.
  - b. On or before September 1 of each year, a Nominating Committee shall be appointed by the President.
  - c. The Nominating Committee will invite the submission of names of members, including incumbent directors, who desire to serve as directors. From these the Nominating Committee shall select a slate of candidates that is as representative of the Corporation as is possible. Such nominating slate shall contain a minimum of seven (7) nominees in odd years and six (6) nominees in even years, and a maximum of thirteen (13) nominees in any year. The nominating slate shall consist of candidates for each Officer position, Standing Committee Chairman position and At Large position which is either currently vacant or for which the two (2) year term is set to expire. A copy of the proposed slate shall be furnished to all members of the Corporation not less than 10 days prior to the November membership meeting.
  - d. Following the nomination of the slate of candidates at the annual meeting, as submitted by the Nominating Committee, an opportunity shall be given to any member to make nominations from the floor.
  - e. Only those who have consented to serve if elected shall be eligible for nomination, either by Nominating Committee or from the floor.
  - f. Candidates for the Board of Directors shall be nominated for a specific Officer position (as set forth in Article II), Standing Committee Chairmanship (as set forth in Sections 2 through 9 of Article IV) or the At Large position, and if elected shall serve on the Board in such capacity.
  - g. Each active Permanent Member shall be entitled to cast one vote for each vacancy on the Board of Directors. Cumulative voting is not authorized.
  - h. The new members of the Board will be seated at a joint meeting of the Board of Directors, old and new, in November at a time and place designated by the President of the outgoing board.

3. **Duties.** The duties of the Board of Directors shall be to control and manage the business of the Corporation; however, no capital improvement project estimated to cost \$30,000 or more shall be finally authorized by the Board until after approval by a majority vote of the Permanent Members present at a duly held meeting of the membership; and provided that notice of said meeting, together with its agenda, shall have been sent to the membership at least ten (10) days prior to the scheduled date of the meeting.
4. **Removal from Office.** A Director may be removed from office at a membership meeting called expressly for that purpose, with or without cause, by a vote of two-thirds (2/3) of the Permanent Members present at the meeting. Further, if a director fails to attend three consecutive meetings of the Board of Directors, or otherwise fails to perform any of the duties devolving upon him or her as a director, his or her office may be declared vacant by the Board of Directors, and the vacancy filled as herein provided.
5. **Filling Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of at least seven members of the Board, at a duly held meeting of the Board of Directors. At the discretion of the Board election of members to fill vacant seats on the Board maybe accomplished by a special meeting of the Corporation membership. Further, if the unexpired term to be filled by a member elected under this section exceeds one year, the Board in its discretion may elect that member until the next annual elections, at which time, the vacancy shall be filled by regular election for the balance of the two (2) year term.
6. **Meetings.** An annual meeting of the Board of Directors shall take place in November of each year. Regular meetings shall be held at least once a month during the months of March, April, May, June, July, August and September, and upon due notice to all Directors by the President. The President, or in his/her absence, the Vice-President, shall call a meeting at any time upon written request of any five Directors. A quorum of the Board of Directors, defined as not less than seven directors, is necessary at a meeting of the Board. The act of the majority of the Board shall be the act of the Board of Directors, unless otherwise specified by these By-Laws.

## **ARTICLE II. OFFICERS**

1. **General.**
  - a. The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer.
  - b. When an officer is absent or is otherwise unable to perform his duties, the Board of Directors may by resolution designate another member of the Board to act temporarily in his place.
2. **President.** The President, and in his/her absence, the Vice-President, shall preside at the meetings of the membership and of the Board of Directors, and shall exercise those functions as customarily pertain to the office of the President, or as he/she may be directed to perform by resolution of the Board of Directors.
3. **Vice-President.** The Vice-President shall assist the President and shall exercise all the powers, authority and duties of the President during the absence of the

- latter, or his/her inability to act. The Vice President shall be responsible for presenting corporation liability insurance recommendations to the Board of Directors and ensuring that any insurance authorized by the Board of Directors is maintained, and shall supervise the Treasurer in the filing of all reports required by law, including the annual report of the Corporation to be filed with the State Corporation Commission, and the annual returns required to be filed with the Federal and State Authorities. The Vice President shall further ensure that the Corporation has a Registered Agent.
4. **Secretary.** The Secretary shall maintain the records of the Corporation except those maintained by the Treasurer or Membership Chairman. The Secretary shall prepare and maintain full minutes of all meetings of the members and of the Board of Directors, and shall give notice of all membership and Board of Directors meetings. He/she shall conduct all necessary correspondence and shall perform such other duties as may be prescribed by the Board and as customarily pertain to the office of Secretary.
  5. **Treasurer.** The Treasurer shall collect all revenues of the Corporation and shall pay all debts of the Corporation incurred by the Board or by its authority and shall perform other duties as customarily pertain to the office of Treasurer. He/she shall keep the Corporation's accounts and financial records and shall be responsible for all billings and payments therefrom. At each annual Winter meeting of the membership, and at such other times as the Board may request, the Treasurer shall submit to the Board a current balance sheet and statement of operations/budget. He/she shall, under the supervision of the Vice President, prepare such tax reports and other information as local, State and Federal law requires, including but not limited to state and federal tax returns and reports required to be filed with the State Corporation Commission.

### **ARTICLE III. PROPERTY AND FINANCES**

1. **Fiscal Year.** The fiscal year of the Corporation shall end on October 31<sup>st</sup>. A presentation of the annual financial statement will be made by the President to the membership at a general meeting to be held during January of each year.
2. **Obligations.** Except for the initial loan necessary for the construction of the pool and related facilities, the Corporation is not authorized to contract for any debt without the prior approval of the Board of Directors, subject to Section 4 of this Article.
3. **Transfer of Property.** Tangible personal property of the Corporation may be transferred or disposed after a majority vote of the directors shall have approved such transfer or disposal.
4. **Encumbrances.** Real property of the Corporation may be encumbered only after a vote of the majority of Permanent Members of the Corporation who are present, in person or by proxy, at a meeting of members called by the Board of Directors for that purpose, of which meeting notice in writing shall be given each member of the Corporation, by serving same on him personally or by mailing it to him at his place of residence as it appears on the books of the Corporation at least ten (10) days prior to such meeting; which notice shall state the time, place, purpose,

and agenda of the meeting. Real property of the Corporation shall not be sold or transferred prior to the dissolution of the Corporation.

5. **Deposits.** 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 in a timely manner, and further provided that all deposits shall be insured by the Federal Government.
6. **Disbursements.** All disbursements of funds of the Corporation shall be made by checks signed by the Treasurer and countersigned by any other Officer. The Board of Directors may by resolution provide for the establishment of petty cash funds for postage, and for defraying other expenses of the Corporation, not to exceed \$250 (two hundred-fifty dollars) each.
7. **Other.**
  - a. The Board of Directors may by means of an adequate fidelity bond secure the faithful performance of the President, Vice-President, Treasurer, Secretary and Membership Chairman.
  - b. The funds of the Corporation, except as otherwise provided by these By-Laws, may be invested only in the obligations of the United States government or other federally insured instrument. They may not be loaned to or invested with any officer, director or member of the Corporation.
  - c. The accounts of the Corporation shall be audited at least annually. Report of this audit shall be presented at the next scheduled meeting of the membership.

#### **ARTICLE IV. STANDING AND SPECIAL COMMITTEES**

1. **Standing Committees.** The Committees established by Sections 2 through 9 of this Article are the Standing Committees of the Corporation. Chairmen of the Standing Committees shall be elected as set forth in Article 1, Section 2 herein. Each Standing Committee Chairman may appoint committee members or establish advisory committees from among volunteer members of the Corporation to assist with the responsibilities of the Committees described below.
2. **Operations Committee.** The Operations Committee shall prepare rules for the use and operation of the swimming pool and other Corporation facilities; it shall further be responsible for the operation and management of the pool and related facilities.

The Chairman shall:

- a. Be a member of the Board of Directors.
- b. Have the authority to deny use of Corporate facilities to any person, under the rules established by the Operations Committee, for periods of time not to exceed one week at any one time for the following reasons:
  1. Improper conduct at or in the vicinity of the recreation facilities.
  2. Bringing of unauthorized alcoholic beverages upon the property of the Corporation.

3. Exposure to or contraction of disease or other condition which is judged likely by the Operations Committee to endanger the health, safety, comfort, or enjoyment of those using the pool.
  4. Violations of rules governing the use and operation of the swimming pool, tennis courts and/or other facilities.
  - c. Have the discretion to delegate its authority to suspend members and guests to the Pool Manager.
  - d. Arrange and supervise management contracts.
  - e. Report all serious or repeated infractions of the rules to the Board of Directors for appropriate action.
3. **Facilities Committee.** The Chairman shall be a member of the Board of Directors and shall plan for and supervise the construction, technical operation and repair of all facilities of the Corporation. The committee will render technical advice to the Operations Committee when requested.
  4. **Landscaping and Grounds Committee.** The Chairman shall be a member of the Board of Directors and shall plan for and supervise landscaping and grounds maintenance, and will render technical advice to the Operations Committee when so requested.
  5. **Membership Committee.** The Committee Chairman shall be a member of the Board of Directors and shall have custody of the seal of the Corporation. The Membership Committee shall:
    - a. Act on all applications for membership, associate membership and guest cards.
    - b. Act on all changes in the membership as provided in the By-Laws.
    - c. Maintain records containing current information concerning all additions or deletions of members, changes of address, and changes or additions to the waiting list.
    - d. Maintain a complete record of membership data, including name, address, membership number, complete names of relatives principally residing with the member, ages of all children, and all current data concerning payment of fees, dues, guest fees, assessments or other approved amounts due from members.
    - e. Prepare all bills to all members, collect and duly record all receipts. All funds will then be turned over the Treasurer, and complete records of such transactions shall be kept in such a manner that the annual audit can properly establish the financial status of the Corporation. All delinquent accounts will be reported to the Board of Directors at each regular meeting, in compliance with these By-Laws.
  6. **Social Committee.** The Chairman shall be a member of the Board of Directors. The Social Committee shall be responsible for planning, promoting, arranging, and supervising all social activities of the Corporation not otherwise handled by some other Committee or member(s).
  7. **Publicity Committee.** The Chairman shall be a member of the Board of Directors. The Publicity Committee shall be responsible for publicizing and advertising the Corporation's activities to the general public, and shall publish the

- annual newsletter, and shall notify the membership of the November and January general membership meetings ten (10) days prior to these meetings.
8. **Swim Team Committee.** The Chairman and Vice-Chairman shall be members of the Board of Directors. The Chairman shall be the Corporation's designated Team Representative to the Northern Virginia Swimming League (NVSL) and the Vice-Chairman shall be the At Large director. This Committee shall be responsible for planning, arranging and supervising all swim team activities and competitions, supervising all coaches, and managing the participation of the Corporation in the NVSL.
  9. **Tennis Committee.** The Chairman shall be a member of the Board of Directors. The Tennis Committee shall be responsible for proposing, establishing and supervising rules and policies for the use and maintenance of the Corporation's tennis courts; planning, arranging and supervising all tennis activities, including tennis tournaments; arranging for participation of the Corporation in the activities of the Northern Virginia Tennis League; and supervising all tennis coaches and/or instructors.
  10. **Validity of Committee Actions.** Actions taken by the Standing Committees identified above shall be valid until the next meeting of the Board of Directors, at which time they will be reported to the Board and the Board may either reject, modify or adopt such actions as its own.
  11. **Other Committees.** The President shall be authorized to appoint such other special committees from among the directors and members, as he/she shall deem necessary or expedient.

#### **ARTICLE V. MEMBERSHIP**

1. **Permanent Members.** Permanent Membership shall be limited to residents in the geographical area encompassed by the Fox Hunt Swim Club Special Use Permit, as the same may be amended. Membership in the Corporation shall consist of one person in the household unit. The "household unit" shall include persons who actually principally reside at the designated address of the household. If a member of a household unit changes his/her principal residence, he/she will no longer be considered a part of that household unit unless and until he/she returns to reside principally with the household unit. Membership privileges, other than voting, shall be accorded every member of the household unit, but each Permanent Member household unit shall be entitled to only one (1) vote. The number of Permanent Memberships shall not exceed 350 household units.
2. **Associate Members.** Associate Members shall have all privileges of regular membership except for voting rights; provided, however, that any Associate Member(s) serving on the Board of Directors as set forth in Article I Section 1 shall be entitled to a vote as a director. Dues and guest fees for Associate Members shall not be less than those for Permanent Members, but Associate Members shall not be subject to Membership Assessments, and shall have no right of membership redemption. The conditions for Associate Membership, the number of associate members,

and the annual dues for Associate Membership shall be determined annually by the Board. Associate Membership shall consist of one person in the household unit and the definition of “household unit” for Associate Membership shall be identical to that for Permanent Membership as set forth in Section 1 of this Article.

3. **Inactive Status.** A Permanent Member may elect to retain his/her membership in an inactive status pursuant to such conditions as may be prescribed by the Board of Directors from time to time. In the event that a Member opts for Inactive Status, he/she shall notify the Corporation in writing of his/her desire to retain his/her membership in an inactive status. During the period of inactive status, the member shall be subject to annual dues and assessments as described in Paragraphs V.8 and V.10 below. The Board of Directors, at its discretion, may authorize reduced annual dues for Inactive Members; the amount of which shall be established and published annually by the Board of Directors.
4. **Application for Membership.**
  - a. Application for membership must be in writing on a form approved by the Board of Directors, and must have the approval of a majority of the Membership Committee. The applicant will then wait his turn on a waiting list, if applicable, until a membership becomes available for issue. When advised that such membership is available, the applicant shall present payment to the Membership Committee Chairman, payable to the Corporation, paying the membership fee and dues, if applicable. Payment may be made in accordance with a schedule approved by the Board of Directors.
  - b. Application for Associate Membership shall be submitted in the same manner as for permanent membership. The Membership Committee shall maintain a separate waiting list of applicants for Associate Membership, as directed by the Board of Directors.
5. **Membership Waiting List.** As indicated above, the Membership Committee shall maintain waiting lists of applicants for membership. Consideration for membership from these lists will be given in order of the date of filing a duly executed application, as required in Article V.4 above, except as further provided. Applicants purchasing a member’s residence shall assume the top position on the membership waiting list for a period of fifteen days after the departing member has redeemed his membership. The departing member is permitted to transfer the membership bond to the applicant. The bond shall be transferred at the current value of the bond.
6. **Membership Certificates.** Permanent Membership shall be evidenced by a certificate of membership, which shall be issued by the Chairman of the Membership Committee. The name of the head of the household unit shall be entered on the books of the Corporation. Each membership certificate shall contain the words “NOT TRANSFERABLE –

- REDEEMABLE”. The certificates of membership shall be numbered 1 through 350, shall be signed by the Chairman of the Membership Committee, and shall have the seal of the Corporation affixed. The Membership Committee may further issue membership cards, associate membership cards, guest cards, and other identification as deemed necessary by the Board of Directors.
7. **Membership Fees.** The membership fees (“bond”) to be subscribed by applicants for permanent membership will be established by the Board of Directors, and may be adjusted from time to time in the Board’s discretion.
  8. **Assessments.** Each Permanent Member may from time to time be assessed an additional fee as recommend by the Board of Directors and approved by the members of the Corporation. The value of each bond shall be increased by the amount so assessed. This assessment will be paid with the annual dues or as specified by the Board.
  9. **Membership Period.** Membership shall be on an annual basis, commencing 1 March of each year.
  10. **Annual Dues.** The Board of Directors, on or before the 1<sup>st</sup> of February of each year, shall establish dues for membership (including associate membership dues) for the ensuing year. Dues for Permanent Members for the ensuing year must be paid on or before March 5<sup>th</sup> of each year. Permanent Members whose annual dues are unpaid by March 6<sup>th</sup> will pay an additional penalty in an amount to be determined annually by the Board of Directors. Members whose dues are still unpaid on the 2<sup>nd</sup> of April of each year, after being notified of delinquency by the Membership Chairman not later than March 15<sup>th</sup>, at the discretion of the Board, will be held to have automatically surrendered membership. Dues shall be sufficient to provide for the necessary funding of expenses of the Corporation, and the proper maintenance and improvement of its property, and shall, at a minimum, be adjusted annually for inflation. Persons becoming new Permanent or Associate Members during the summer swimming season shall pay dues for the balance of the current year adjusted as the Board of Directors may deem appropriate. Existing members who have paid the dues but who are relocating their residence and surrendering or redeeming their membership shall be given a rebate in an amount determined by the Board of Directors to be appropriate; provided, however, if they leave after August 1 they receive no rebate of annual dues.
  11. **Guests.** Guest policies will be defined in the pool operating rules in accordance with Article IV, Section 1.
  12. **Suspension or Cancellation of Membership.** Two-thirds of the members present at a duly convened meeting of the Board of Directors may:
    - a. suspend, for any period, a member for willful destruction or damage, or an attempt thereof, to property of the Corporation;
    - b. for good cause, suspend for a period not to exceed fourteen days, the membership of any member;

- c. for good cause, suspend for any period, the membership of any member, provided said member is notified in writing by the Chairman of the Membership Committee of the grounds upon which such action is based, and the member afforded an opportunity of a hearing before the Board;
  - d. for good cause, cancel entirely, the membership of any member, provided that, prior to cancellation, such member is notified in writing by the Chairman of the Membership Committee of the grounds upon which such action is based, and the member afforded an opportunity of a hearing before the Board; and further provided that any member whose membership is cancelled may be reinstated upon appeal and approval of reinstatement by the majority of the members present at a regular or special meeting of the membership. Said member must appeal in writing to the Board within seven days after notice of cancellation has been given, and request a special meeting to be called. The Board of Directors will then call a special meeting of the membership within 14 days of said request.
13. **Redemption of Membership.** The membership fee includes payments made in accordance with sections 7 and 8 of this Article. A member may request to redeem his/her certificate of membership for the amount of the membership fee (“bond”), in writing and upon presenting his certificate to the Membership Committee. He/she shall be required to redeem his/her membership if his/her residence is relocated from the defined membership area, and he/she is no longer eligible, under section 1 of this Article, to be a permanent member of the Corporation. In the event that a member is transferring his membership to the purchaser of his/her residence, the member shall notify the Membership Chair in writing of the transfer. The membership bond shall be transferred to the incoming member. The outgoing member shall return his certificate to the Membership Chair. The Membership Chair will issue a new certificate to the incoming member. A request to redeem a certificate of membership and receive the bond shall be made in writing to the Membership Committee Chairman. No certificate(s) of membership shall be redeemed at such time as the Board of Directors determines that to do so would cause the Corporation to become insolvent or would place the Corporation in a position where it may be unable to fund its current and reasonably anticipated expenses and capital improvements deemed to be in the best interests of the Corporation as a whole. If this proviso is invoked, the members desiring redemption will be placed on a waiting list until such time, if ever, that the Board of Directors subsequently determines, in its discretion, that the Corporation is able to resume redemptions. Redemptions will then be made in the order in which the names appear on the waiting list.
- a. When the certificate of membership is redeemed, an appropriate bookkeeping charge may be assessed, as directed by the Board of Directors, and withheld by the Corporation.

- b. Upon dissolution of the Corporation, all certificates of membership shall be redeemed after all just claims have been paid. On dissolution, the certificates will be redeemable at an equitable amount not to exceed the membership fee. Any excess will be distributed in a manner to be determined by the Board of Directors and approved by the members of the Corporation at a meeting called for that purpose.
  - c. Since this is a non-profit organization, refunded membership fees will in no case exceed the initial membership fee paid by the member plus the amount of assessments paid under section 8 of this Article. Surrendered members may seek application for membership again, at a later date, on the same basis as any person seeking membership.
14. Rules governing the use of tennis facilities shall be published in the Club Tennis Rules.

#### **ARTICLE VI. GENERAL MEMBERSHIP MEETINGS**

1. **Annual Meeting.** The annual meeting of the membership of the Corporation shall be held in November of each year, at such time and place as the Board of Directors may designate. The meeting will include in its agenda the election of the Board of Directors as specified in Article I above. Annual and winter meetings may be postponed for justifiable causes.
2. **Winter Meeting.** A winter meeting will be held in January of each year, at such time and place as the Board of Directors may designate. This meeting will include in its agenda the presentation of an annual financial statement, as stated in Article III above.
3. **Special Meetings.** A special meeting of the members may be called by the President, or by two-thirds of the Board of Directors, or upon written request of not fewer than 25 members of the Corporation.
4. **Notification of meetings.** Notice of annual, winter and special meetings of the membership of the Corporation, to include time and place, shall be given to all members by the Publicity Chairperson, at least ten (10) days prior to the date set for such meetings. The objectives and purposes for special meetings shall be stated in the notice, and shall limit the business transactions thereat.
5. **Quorum.** At any meeting of the membership of the Corporation, 20 members (or spouses of members, or proxies of members, or a combination thereof, whichever is less) shall constitute a quorum.
6. **Voting.** At any membership meeting, each Permanent Member who has not been suspended for cause shall be entitled to one vote. A Permanent Member may vote in person, or by proxy.
7. **Procedures.** The Roberts Rules of Order will govern all meetings of the Board of Directors and of the general membership of the Corporation.

#### **ARTICLE VII. GENERAL PROVISIONS**

1. **Conformity with Regulations.** All powers, authority, duties and functions of the Directors and officers of the Corporation shall be

exercised in strict conformity with applicable provisions of law and regulations, and in conformity with these By-Laws and the articles of incorporation.

2. **Safekeeping of Records.** Copies of organization papers of the Corporation, including the articles of incorporation, By-Laws, and amendments thereto, and the membership records, shall be preserved in a place of safekeeping. Returns of the elections and proceedings of all meetings of the directors and members shall be recorded in minute books. The minutes of all meetings shall be signed by the President or Secretary, or those acting in their places.
3. **Open Records.** All books, minutes, records, waiting lists, and other information shall be open to all members for their perusal upon reasonable notice to the President. This shall include the records of all standing committees.
4. **Insurance.** The Board of Directors shall maintain in force liability insurance as determined by the Board of Directors.

#### **ARTICLE VIII. AMENDMENTS TO BY-LAWS**

1. **By the Board of Directors.** Amendments to these By-Laws may be adopted by two-thirds of the Board of Directors present at a duly held meeting of the Board. Such amendments shall remain effective unless rejected by a majority vote of the Permanent Members present at the next duly held meeting of the membership. All members shall be notified in writing of such amendments by the Secretary within thirty (30) days after adoption by the Board of Directors.
2. **By the Membership.** Amendments to these By-Laws may be adopted by majority vote of the Permanent Members present at a duly held meeting of the membership after the following procedures have been completed:
  - a. Proposed amendments for consideration of the membership shall be initiated by petition, which sets forth the proposed amendment and is signed by ten (10) Permanent Members of the Corporation.
  - b. Upon receipt of the petition, the Secretary will mail a copy of the proposed amendment to each member, requesting his approval or disapproval as a proposed agenda item for the next meeting.
  - c. If thirty (30) Permanent Members indicate approval within 30 days from the date of mailing of the notifications, the proposed amendment will be placed on the agenda of the next scheduled annual meeting or special meeting. In the event of favorable response of thirty (30) Permanent Members is not received within 30 days, the proposed amendment fails with the expiration of the 30-day period. The matter so failing cannot be re-opened for six months from the date of expiration of the thirty (30) day period.