

FOX HUNT SWIM CLUB, INC. BY-LAWS

ARTICLE I. DIRECTORS

1. **Number.** The Board of Directors consists of thirteen (13) members who shall be residents of the geographical area encompassed by the Fox Hunt Special Use Permit and are elected and serve as prescribed in the Articles of Incorporation, in Title 13.1, Chapter 2 of the Corporation Law of Virginia, and in these By-Laws.
2. **Elections.**
 - a. Thirteen directors shall be elected by the active 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 of at least three (3) members, at least one of whom is a board member, will be appointed by the President.
 - c. The Nomination Committee will invite the submission of names of members, including incumbent Directors, who desire to serve as directors. From these and such other members as they deem appropriate, the Nomination 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. A copy of the proposed slate shall be furnished to all members of the Corporation not less than 10 days prior to the October 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. Each member shall be entitled to cast one vote for each vacancy on the Board of Directors. Cumulative voting is not authorized.
 - g. 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 \$17,500 or more shall be finally authorized by the Board until after approval by a majority vote of the members present at a duly held meeting of the membership; and provided that notice of

said meeting, together with its agenda, shall have been mailed 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 members present at the meeting. Further, if a director fails to attend three consecutive regular meetings of the Board of Directors, or otherwise fails to perform any of the duties devolving upon him as a director, his 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 at its discretion may elect that member until the next annual elections, at which time, the vacancy shall be filled by regular election for the remaining year.
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 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, which shall be chosen annually by the Board of Directors from among its members, shall be a President, a Vice-President, a Secretary, an Assistant Secretary, and a Treasurer. The officers shall hold office until the end of the first meeting of the Board of Directors following the annual meeting of the membership, unless sooner removed as provided herein.
 - b. When an office 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 absence, the Vice-President, shall preside at the meeting 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 may be directed to perform by resolution of the Board of Directors.
 3. **Vice-President.** The Vice-President shall have and exercise all the powers, authority and duties of the President during the absence of the latter, or his inability to act. The Vice-President shall supervise 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.
 4. **Secretary.** The Secretary shall keep the records of the Corporation, including the Board of Directors, and shall give notice of all membership and Board of Directors meetings. He shall maintain a roll of members of the Corporation. He shall have custody of the seal of

the Corporation. He shall maintain a file of the records of the Corporation, and shall perform such other duties as may be prescribed by the Board. He shall maintain all necessary communications with the membership, and (under the supervision of the Vice-President) with all Federal, State, and local government authorities, including tax authorities; this latter responsibility shall be shared jointly with the Treasurer. He shall act as the registered agent of the Corporation, as required by the State Corporate Commission.

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. He shall keep the Corporation's accounts. At each annual meeting of the Board, and at such other times as the Board may demand, the Treasurer shall submit to the Board a current balance sheet and statement of operations approved by a committee of three (3) members appointed by the President. He shall, with the assistance of the Secretary, prepare such tax reports and other information as local, State, and Federal law requires.

ARTICLE III. PROPERTY AND FINANCES

1. **Fiscal Year.** The fiscal year of the Corporation shall end on October 31st. 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 obligation in excess of its unobligated assets. Any obligation or expenditure of the corporate assets requires the prior approval of the Board of Directors.
3. **Transfer of Property.** Tangible personal property of the Corporation may be transferred only after a two-thirds (2/3) vote of the directors shall have approved such transfer.
4. **Encumbrances.** Real property of the Corporation may be encumbered only after a vote of a majority of 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 \$250.00 (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 by a committee of three (3) members appointed by the President. Report of this audit shall be presented at the annual meeting as indicated in Article II.5 above.

ARTICLE IV. STANDING AND SPECIAL COMMITTEES

1. **Operations Committee.** An Operations Committee shall be appointed by the President from among the directors and members. The Operations Committee will prepare rules for the use and operation of the swimming pool and other Corporation facilities; it will 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 Corporation facilities to any person, under the rules established by the Operations Committee, for periods of time not to exceed one week and 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.
 - c. Have the discretion to delegate its authority to suspend members and guests to the Pool Manager.
 - d. Report all serious or repeated infractions of the rules to the Board of Directors for appropriate action.
2. **Facilities Engineering Committee.** A Facilities Engineering Committee shall be appointed by the President from among the directors and members. The Chairman 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.
 3. **Landscaping and Grounds Committee.** A Landscaping and Grounds Committee shall be appointed by the President from among the directors and members. The Chairman shall plan for and supervise landscaping and grounds maintenance, and will render technical advice to the Operations Committee when so requested.
 4. **Membership Committee.** A Membership Committee shall be appointed by the President from among the directors and members. The Committee Chairman shall be a member of the Board of Directors. The Membership Committee will:
 - 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. Provide the Secretary with current information concerning all additions or deletions of members, changes in 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 all relatives 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 the 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.
5. **Validity of Committee Actions.** Actions taken by the standing committee identified above shall be valid until the next meeting of the Board of Directors, at which time they will be reported to the Board; the Board will either reject, modify, or adopt such actions as its own.
 6. **Other Committees.** The President shall be authorized to appoint such other special committees from among the directors and members, as he shall deem necessary or expedient.
 7. **Subcommittees.** The Chairman of each committee may appoint advisory subcommittees from among the members of the Corporation.

ARTICLE V. MEMBERSHIP

1. **Permanent Members.** Person eligible for membership shall be limited to homeowners in the geographical area encompassed by the Fox Hunt Swim Club Special Use Permit. Membership in the Corporation shall consist of one person in the family unit. The "family unit" shall include the head of the household; his or her spouse, their parents, children and other relatives permanently under their supervision and care, provided such persons actually reside with the head of the household. Membership privileges, other than voting, shall be accorded every member of the family unit. The number of memberships shall not exceed 350 family units.
2. **Associate members.** A person on the waiting list for regular membership, or a person residing outside the prescribed membership area for the Corporation, may be admitted to Associate Membership in the Corporation, subject to approval of the Board of Directors. Associate Members shall have all privileges of regular membership except for voting rights and as specified in Article V, paragraph 14. Dues and guest fees for Associate Members shall be not less than those for regular 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.
3. **Inactive Status.**
 - a. A member departing the area and renting his residence may either surrender his membership, retain his regular membership, or retain his membership in an inactive status. If he elects to retain his membership in an inactive status, he shall notify the Corporation in writing of his desire to retain his membership in an inactive status, and the name of the renters, with a statement as to the renter's desire regarding utilizations of the club facilities. During the period of inactive status, the members 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 the repayment to inactive members of a portion of the

annual dues paid by those members; the amount to be so repaid shall be established and published annually by the Board of Directors.

- b. A regular member who, for good cause, will be unable to use the pool facilities for the coming season, may request transfer to inactive status. The Board of Directors may approve such written request by a majority vote. At the discretion of the Board, if the transfer is made prior to 5 March, such member may be exempt from operating dues.

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 until a membership becomes available for issue. When advised that such membership is available, the applicant shall present a check 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 regular 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.** 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 family members shall then 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 to be subscribed by applicants for membership will be established by the Board of Directors.

8. **Assessments.** Each member may be assessed a fee as recommend by the Board of Directors and approved by the members of the Corporation. The value of each membership certificate 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 1st of February of each year, shall establish dues for membership (including associate membership dues) for the ensuing year. Dues for current members for the ensuing year must be paid on or before March 5th of each year. Members whose annual dues are unpaid by March 6th

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 2nd of April of each year, after being notified of delinquency by the Membership Chairman not later than March 15th, at the discretion of the Board, will be held to have automatically surrendered membership. Sues shall be sufficient to provide for the necessary funding of expenses of the Corporation, and the proper maintenance and improvement of its property. Persons becoming new members in the Corporation during the summer swimming season shall pay dues for the current year prorated on a monthly basis. New members coming in after 1 September shall not be required to pay current year dues. Old members who have paid the dues but who are leaving the area shall be given a rebate prorated on a monthly basis; 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 maybe 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 the payments made in accordance with sections 7 and 8 of this Article. A member any redeem his certificate of membership for the amount of the membership fee, on written demand and upon presenting his certificate to the Membership Committee. He shall be required to redeem his membership if he sells his residence in the defined membership area, and is no longer eligible, under section 1 of this Article, to be a member of the Corporation. In the event that a member is transferring his membership to the purchaser, 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. The right to redeem the certificate of membership can be exercised when the member elects in writing to redeem, or the Board of Directors cancels the certificate; provided, however, that no certificate of membership shall be redeemed when the Board of Directors determines that to do so would cause

the Corporation to become insolvent or when it would place the Corporation in a precarious financial position. If this proviso is invoked, the members desiring redemption will be placed on a waiting list until the Board of Directors determines that the Corporation is able to resume redemptions. Redemptions will then be made in the order in which 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 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 October of each year, at such time and place as the Board of Directors may designate. This 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 the 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 Secretary, 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 member who has not been suspended for cause shall be entitled to one vote. A member may vote in person, or by proxy.
7. **Procedures.** The Roberts' Rules of Order will govern all meeting 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 the law and regulations, and in conformity with these By-Laws and the articles of the 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 the minute books. The minutes of all meetings shall be signed by the President and 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 in an amount to be 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 of Directors present at a duly held meeting of the Board. Such amendments shall remain effective unless rejected by a majority vote of the members present at the next duly held 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 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) 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) 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 or special meeting. In the event of favorable response of thirty (30) 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 the expiration of the thirty (30) day period.
