

KINGS RIDGE SWIM CLUB, INC. BY-LAWS

ARTICLE 1 MEMBERSHIP

Section 101: Classes of Members

The Corporation shall have one class of Members known as General Members. A General Member is one who has paid their applicable annual membership fee, and any special assessment(s) that may apply.

Section 102: Total Number of Members

At no time shall the aggregate total Members in the Corporation exceed four hundred (400).

Section 103: Eligibility to be Members

The conditions for an applicant to be considered eligible as a Member of the Corporation are as follows; any person residing in a home located in Northern Virginia shall be eligible to be a General Member of the Corporation. Acceptance and approval of any application will be dependent on verification of this eligibility. Should an application be disapproved, the applicant will be notified by the appropriate Corporate Director.

Section 104: Membership Applications

Application for Membership must be made in writing and submitted by mail to the Corporation's address or given by hand to the Membership Chairperson. The postmark shall establish the date of the application for applications by mail, and the hand delivered application will be dated on the received date. The application must be in the format provided by the Corporation on its Membership Application and Proof of Membership Form.

Section 105: Waiting List for Membership

In the event total membership exceeds 400, a waiting list will be maintained by the Membership Committee until such a time as the requests drop below 400. The priority for selecting applicants from the waiting list will be determined by the application date using the "first in- first selected" approach.

Section 106: Proof of Membership

Membership shall be evidenced by the Membership Registration form. Each approved application shall have one person designated as the primary contact for the membership. The primary contact will be the person with voting privileges.

Section 107: Conditions of Membership

The Membership is neither transferable nor redeemable and expires at the end of the designated year. Each Membership shall be numbered and shall be signed by the President or the Membership Chairperson. A record of these numbers shall be kept by the Membership Chairperson, maintaining compliance with Section 102.

Section 108: Suspension and Cancellation

Upon a two-thirds vote, the Board of Directors may suspend or cancel the membership on a permanent or temporary basis of any Member for willful destruction or damage, or an attempt, thereon, to the Corporation's property or for conduct prejudicial to the best interests of the Corporation or for nonpayment of applicable fees. No refunds of paid fees will be made to the Member for actions taken against them under this section. Any Member subjected to Suspension or Cancellation will be afforded the opportunity, should they request it, to discuss the matter(s) with the Board of Directors. However, the decision of the Board after such discussion is final.

Section 109: Entitlements to Members

Entitlements to Members shall be as follows: Members shall be entitled to vote in accordance with Section 206. All relatives of a Member residing with that Member shall be entitled to use and enjoy the swimming pool and related facilities. At the sole discretion of the Board of Directors, such entitlement may be extended, upon written request by the Member, to include other persons residing with the Member for an extended period of time. An example may include Au-pairs and foreign exchange students etc.

Section 110: Annual Membership Fee

The Annual Membership Fee to be subscribed by applicants for Membership in the Corporation shall be established by the Board of Directors, annually and will cover the period from the pool's first opening day in May of the current year to the day before the opening of the following year. The Board of Directors, by two-thirds vote, may adjust this annual membership fee as it deems necessary based on the financial condition of the corporation. A member whose membership check is returned for insufficient funds will incur an additional fee.

Section 111: Payment of Membership Fees, Assessments, and Other Charges Annual

Annual membership fees and special assessments (if any) recommended by the Board and duly approved by the general membership shall be due and payable no later than the opening weekend of each pool season. No member will be allowed to use the Corporation's facilities unless these charges are paid for the current season.

A. In the absence of traditional upfront initiation fees and bonds and for accounting and voting purposes only, One Dollar (\$1.00) of each annual membership fee will be designated as One (1) Share and carried on the Corporation's books to demonstrate a General Membership's prorated ownership in the Corporation for a term of one (1) year.

B. At the end of each swim season the holding account for these shares will be closed and then re established at the beginning of the next swim season to reflect the current year's membership. At closing, the amount will be transferred into the Corporations general funds.

Section 112: Historical Bonds/Redeemable Certificates of Membership. This section applies only to Certificates or Bonds issued prior to January 1, 1991. After 1991, the Corporation only issued non-transferable and non-renewable memberships to its members. As of 2011, General Members pay only an annual fee and are no longer required to purchase bonds or certificates of membership nor pay upfront initiation fees. In accordance with the By-Laws in effect prior to 1991, the Corporation maintains a "Bond Redemption List" of those members who have

indicated they would like to redeem their bonds. The following applies only to Historical Bonds/Redeemable Certificates of Membership:

A. Members holding Historical Bonds continue to have the right to seek redemption of their bond from the Club under the current rules governing notification, fees, the waiting list, and the termination of bondholders' rights.

B. A Member may redeem their Historical Bond for the amount of the bond paid upon joining the Club on written demand and on presenting their certificate to the Membership Chairperson. The right to redeem the certificate can be exercised when:

1. The member elects in writing to redeem; or
2. The Board of Directors cancels the certificate.

PROVIDED HOWEVER: That no Historical Bond or Certificate shall be redeemed when this would cause the Corporation to become insolvent or place the Corporation in a precarious financial position. If this provision is invoked, the Member's redemption request will be placed on the Bond Redemption Waiting List until the Board of Directors determines that the Corporation is able to resume redemptions. Redemption will be made in the order in which names appear on the waiting list.

3. Members with Historical Bonds may redeem their bond by recusing the bond in lieu of a one year membership. The bond debt will be considered paid in full with no other compensation due from the Corporation.

C. Members on the Redemption List must keep their address current by notifying the Membership Chairperson in writing of any changes. If they cannot be located for three years, their bond will be forfeited. The Treasurer and the Membership Chair shall jointly maintain the Redemption List.

D. Upon dissolution of the Corporation, Historical Bonds of Permanent Members on the Bond Redemption List shall be redeemed after all just claims have been paid. On dissolution, the bonds will be redeemable for an amount not to exceed the amount originally paid for the bond. Any excess will be distributed as provided for in the Virginia Non- Stock Corporation Act.

Section 113: Guests

Guests of Members shall be permitted to use the swimming pool and facilities of the Corporation under such conditions and regulations as may be prescribed by the Board of Directors. The fee for guests shall be established by, and published annually, by the Board of Directors. Guests in this context means persons not normally residing in the Member's household for an extended period of time. Such persons include visiting relatives and friends. Babysitters/Au-pairs/Nannies who are supervising members' children are not charged guest fees. However, if a member uses the pool facility and brings a babysitter/Au-pair/nanny with them, guest fees WILL be charged. The board will waive additional guest fees under circumstances where additional supervision for a mental or physical disability is required for safety.

Section 114: Reciprocal Privileges

The Board of Directors may extend the privileges to use and enjoy the Corporation's facilities to the

members of nearby pools. Such authorization is not effective unless similar privileges are extended to members of the Corporation by the other clubs. Such privileges automatically shall cease relative to a given club should that club cease to offer such reciprocal privileges to members of the Corporation. Participating pools will renew the Reciprocal Agreements annually.

Section 115: Dissolution of the Corporation

Upon dissolution of the Corporation, any remaining assets will be used to satisfy any outstanding debts with any excess equitably distributed to current General Members. Should any further excess exist, this will be distributed as provided for in the Virginia Non-Stock Corporation Act and any other applicable laws and statutes.

**ARTICLE II
MEMBERSHIP MEETINGS**

Section 201: Membership Meetings

An Annual meeting of the Members of the Corporation shall be held, on a date, and at such a time and place as the Board of Directors may designate. A budget for the year, approved by the Board of Directors shall be presented at the Annual Membership Meeting.

Section 202: Special Meetings

A Special Meeting of the Membership may be called by the President or by a majority of the Directors. A Special Meeting shall be called by the Secretary within 30 days of receipt of a written request for a Special Meeting from not fewer than 35 General Members; such request shall include a statement of the business or matters to be taken up at the meeting.

Section 203: Quorum

At any Regular or Special Meeting, ten (10) percent of the total number of current Members or spouses/partners of such Members in attendance in person, or by proxy in writing, shall constitute a quorum.

Section 204: Notice of Annual Membership Meeting

At least ten (10) days prior to the Annual Membership Meeting, the Board of Directors shall email each Member to the email address appearing for such Member on the records of the Corporation, a notice of the meeting, the agenda of the meeting, and such other matters as are appropriate for consideration by the Membership. The Board of Directors shall have available for inspection at the Annual Membership Meeting necessary financial reports and the recommended budget for the ensuing year.

Section 205: Notice of Special Meetings

At least ten (10) days prior to a Special Meeting of the Membership, the Secretary shall cause written notice thereof to be emailed to each Member at the email address appearing for such Members on the records of the Corporation, including a statement of the business and matters to be taken up at the Special Meeting.

Section 206: Voting

General Members shall be entitled to vote. At any Regular or Special Meeting of the Membership, each Member in good standing or their spouse/partner shall be entitled **to one vote per membership**. A Member entitled to vote may do so in person or by proxy, providing written evidence of such proxy is presented to the Secretary before the beginning of the meeting. General Members shall vote only for the purpose of:

- A. Electing Directors of the Corporation
- B. Authorizing capital improvements or repairs estimated to cost a total of \$25,000.00 or more
- C. Amending the By-Laws of the Corporation
- D. Amending the Articles of Incorporation
- E. Removing an Officer or other Board member
- F. Voting on floor resolutions at any Membership meeting. In voting for Directors, each General Member may cast only one (1) vote for each seat to be filled.

ARTICLE III BOARD OF DIRECTORS

Section 301: Directors and Terms

Up to seven (7) Directors may be elected at the Annual Membership Meeting to manage the affairs of the Corporation. Directors of the Corporation may include a President, a Vice-President, a Treasurer, a Secretary, a Pool/Operations Manager, and up to two (2) Swim Team Representatives. In the event a Director needs to be replaced, another Member may be elected at the next Annual Membership Meeting or at a Special Meeting to serve in the capacity of the outgoing Director, except as provided in Section 303.

Section 302: President

The President shall preside at Annual and Special Meetings of the Membership and at all meetings of the Board of Directors. The President shall perform such other duties as customarily pertain to the office of the President and such duties as may be directed by resolution of the Board of Directors. The President shall appoint, with the approval of the Board of Directors, Members of Special Committees, who shall serve at the direction of the President and the Board. The President will manage the membership application process and recruiting efforts designed to increase the membership.

Section 303: Vice-President

The Vice-President shall have and exercise all of the power, authority, and duties of the President during the absence of the President, or upon the President's inability to act. The Vice President will manage the Corporation's insurance policies and programs.

Section 304: Treasurer

The Treasurer shall have custody of all funds, securities, valuable papers, and other assets of the Corporation, and ensure timely payment of the Corporation's debts. The Treasurer shall provide and maintain full and complete records of all assets and liabilities of the Corporation and maintain a complete record of membership data. The Treasurer shall prepare the Annual Financial Report, Tax

returns and State Corporation Reports, and all other financial reports as directed by the President and Board. The treasurer shall maintain the membership roster.

Section 305: Secretary

The Secretary shall prepare and maintain full minutes of all meetings of the Membership and of the Board of Directors. The Secretary shall conduct any applicable correspondence of the Corporation at the request of the President, and have custody of such correspondence. The Secretary shall have custody of the seal of the Corporation and be responsible for the safekeeping of all records and historical documents pertaining to the Corporation's history and archives.

Section 306: Swim Team Representatives

The Swim Team Representatives shall plan for, organize, and direct the Corporation's Swim Team. While the Swim Team will maintain its own financial accounts, the Board shall have the authority to review the financial accounts of the Swim Team. The Representatives are responsible for ensuring compliance with Fairfax County's Health Code and Special Use Permit which governs the Corporation's relationship with the surrounding community. The Swim Team Representatives will maintain control of team participants during swim team events ensuring appropriate use of the facility. The swim team will be held responsible for any damages caused by team participants during team events.

Section 307: Pool/Operations Manager

The Pool/ Operations Manager shall prepare rules and procedures for the use and operation of the swimming pool and other facilities, and shall be responsible for the operation of the swimming pool and management and oversight of staff. The Pool/Operations Manager is responsible for ensuring compliance with Fairfax County's Special Use Permit which governs the Corporation's relationship with the surrounding community as well as maintaining a pool environment that complies with Fairfax County Health Code. The Pool/ Operations Manager is responsible for the handling of daily administrative duties and direct interface with the pool maintenance contractors and suppliers. The Pool/Operations Manager is a salaried member of the Board of Directors. The Pool/Operations Manager will NOT participate in Board discussions and/or any subsequent vote regarding the salary or terms of the Pool/Operations Manager position.

Section 308: Performance of Directors

If a Director fails to attend three (3) consecutive Annual Meetings of the Board of Directors or otherwise fails to perform any of the duties of a Director, such Director's Office may be declared vacant by a two-thirds vote of the Board of Directors and the vacancy filled as provided in Section 301; provided, however, that prior to such declaration the Director shall be afforded the opportunity of a hearing before the Board of Directors.

Section 309: Removal of Directors

Any Director of the Corporation may be removed by the affirmative vote of two-thirds of the voting members present in person or by proxy in writing at a Special Meeting of the Membership called for that purpose, but only after an opportunity has been given that Director to be heard.

Section 310: Designation of Temporary Directors

When a Director is absent or is otherwise unable to perform their duties, the Board of Directors may, by resolution, designate another member of the Board of Directors to act temporarily in the Director's place or solicit assistance from the general membership to fill the vacancy.

Section 311: Multiple Vacancies

If, at any time, more than two (2) vacancies occur in the Board of Directors, the Board of Directors, upon concurrence of two-thirds of its remaining members, shall fill such vacancies from among the General Members of the Corporation, with such action effective from the date of the Board's action until the next Annual Membership Meeting or Special Meeting. All members of the Board of Directors so elected shall be considered temporary members of the Board, and the total of such temporary directors shall never exceed four (4) persons. In all respects, such temporary directors shall have and exercise the full authorities of a Director of the Corporation. Should there be more than four (4) of the members of the Board of Directors designated to be temporary directors, a Special Meeting of the Membership shall be called by the Board of Directors to fill all of the permanent vacancies.

**ARTICLE IV
MEETINGS OF DIRECTORS**

Section 401: Annual and Special Meetings

A meeting of the Board of Directors shall be held as deemed necessary by the President. In emergency situations, meetings may be held over the telephone to consider and vote on urgent matters. The President, or in the President's absence, the Vice-President, may call a Special Meeting of the Board of Directors at any time and shall do so upon request of a quorum of the Directors. The time and place of each meeting shall be fixed by the President, and all directors shall be notified thereof.

Section 402: Quorum A majority of the Directors shall constitute a quorum.

**ARTICLE V
PROPERTY AND FINANCES**

Section 501: Restriction on Loans

Except for an initial loan which may be necessary for the construction of the Corporation's 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 prior approval of the Board of Directors. The value of the Real Property shall be based on the current Fairfax County Tax Assessment. The determination of obligations shall exclude the amounts on the Historical Bond Redemption Waiting List.

Section 502: Real Property

Real property of the Corporation may be encumbered only after a vote of a majority of the General Members of the Corporation who are present, in person or by proxy, at a meeting of the Membership called by the Board of Directors for that purpose, written notice of which shall be given to all Permanent Members in accordance with the provisions of Section 204. Real property of the

Corporation shall not be sold or transferred.

Section 503: Transfer of Tangible Personal Property

Tangible personal property of the Corporation may be transferred only after a majority vote of the Board of Directors shall have approved such transfer.

Section 504: Fidelity Bond

The Board of Directors shall, by means of an adequate fidelity bond, secure the faithful performance of the President, Vice-President, Treasurer, Pool/Operations Manager, Secretary, and Swim Team Representatives.

Section 505: Deposit of Funds

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 resolution, designate, provided, however, that receipts in the aggregate of \$500.00, or less, need not be deposited more often than once every 2 weeks, and further provided that all deposits shall be made in institutions insured by the United States Government.

Section 506: Disbursements

All disbursements of funds of the Corporation shall be made by checks signed by either the President or Treasurer. However, the Board of Directors may, by resolution, provide for the establishment of a petty cash fund for postage and defraying other expenses of the Corporation, such fund not to exceed \$100.00 at any one time.

Section 507: Investments

The funds of the Corporation, except as otherwise provided in these By-Laws, shall be invested only in obligations issued or insured by the United States Government. The funds of the Corporation may not be loaned to or invested with any Director or Member of the Corporation.

Section 508: Annual Financial Review and Audit

The accounts of the Corporation may be reviewed periodically if requested by two-thirds of the active general Members. A three member committee of active General Members who are not members of the Board and who do not have signing authority on the pool accounts may review all finances of the Club and the Swim Team, as well as to review any or all of the procedures or policies of the Club. The committee shall report their findings to the Board in a timely manner, and the Board will prepare a response detailing their proposed response to the findings. The committee shall report their findings to the full membership at the Annual Membership Meeting, and the Board will present their response. At its discretion, the Board may authorize a complete financial audit of the Corporation's finances to be performed by a qualified independent auditor. The results of such an audit, and the Board's response, will similarly be presented to the full membership at the Annual Membership Meeting or Special Meeting.

**ARTICLE VI
GENERAL PROVISIONS**

Section 601: Adherence to Laws

All powers, authority, duties, and functions of the directors shall be exercised in conformity with applicable provisions of the law and regulations, and in conformity with the Articles of Incorporation and the By-Laws of the Corporation.

Section 602: Safekeeping of Documents

Copies of the organization papers of the Corporation, including the Articles of Incorporation, the By-Laws, and any amendments thereto, and the membership list shall be preserved in a place of safekeeping. Returns of elections and proceedings of all meetings of the Board of Directors and of the Membership shall be recorded.

Section 603: Insurance

The Board of Directors shall maintain in force the following insurance policies in amounts to be determined by the Board of Directors based on legal requirements, reasonable risk mitigation processes, and property replacement costs:

- A. Commercial Property and Liability Policy
- B. Directors and Officers (Professional Liability Policy)
- C. Workers Compensation The Board shall ensure that contractors and agents performing work at the pool or providing services at the pool must show proof of insurance that meets the same or exceeds the Corporation's insurance standards.

Section 604: Limitation of Liability and Indemnity

An Officer or Director of the Corporation shall not be liable for damages in any proceedings unless the Director or Officer is found to have personally engaged in willful misconduct, or a knowing violation of the criminal law. The Association shall indemnify and defend any current and former Director, Officer, Agent or Employee of the Association from personal liability for any loss, damage, or reasonable expense arising out of or resulting from their acts or failures to act in carrying out their powers and duties as a Director, Officer, Agent or Employee of the Corporation to the full extent permitted under the Code of Virginia, except to the extent such loss, damage or expense results from their willful misconduct or knowing violation of the criminal law.

Each General Member agrees on behalf of themselves and any guest that the maximum liability of the Corporation and/or any Officer, Director, Employee or Agent of the Corporation to any General Member or guest with respect to any claim arising in any manner in connection with the operation of the Corporation, including but not limited to any death, bodily injury, or other injury to persons resulting from any alleged act or omission of any Director, Officer or Employee of the Corporation shall be one Million Dollars (\$1,000,000). The Association shall carry general liability insurance providing the Corporation and its Officers, Directors and Employees with coverage of not less than that amount. It is agreed among the General Members that such amount of insurance and maximum liability is reasonable, and results in a premium cost savings to the membership.

Any dispute between a General Member or a guest and the Corporation and/or any of the Corporation's Directors, Officers, Employees or Agents relating in any manner to operations of the Corporation, including but not limited to disputes relating to any death or bodily injury to persons or damage or loss of property occurring at any facility operated by the Corporation, or as the result of any

act or omission of the Corporation's Directors, Officers, Employees and/or Agents, shall be resolved in arbitration. Such arbitration shall be held before a panel of three (3) arbitrators at Fairfax County Virginia, pursuant to the rules of the American Arbitration Association. The award of the arbitrators shall be final and binding on the parties. The prevailing party shall be entitled to recover reasonable attorney's fees and costs from the other party.

Written notice of any claim by a General Member or guest against the Corporation or any Officer, Director, Employee or Agent of the Corporation relating in any manner to operations of the Corporation, including but not limited to claims relating to any death or bodily injury to persons or damage or loss of property alleged to have occurred at any facility operated by the Corporation's Directors, Officers, Employees or Agent must be delivered to the President of the Association not later than six (6) months after the occurrence. Failure to comply with this requirement shall result in a waiver of any claim by the General member or guest.

ARTICLE VII AMENDMENTS TO BY-LAWS

Section 701: Amendments to By-Laws

Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds of the voting members present in person or by proxy at the Annual Membership Meeting or any Special Meeting provided in Article II.

ARTICLE VIII MISCELLANEOUS

Section 801: Situations not covered by By-Laws

Robert's Rules of Order shall govern in all situations not covered by these By-Laws.

Section 802: Captions

The captions, paragraph headings and cross referencing parentheses used in these By- Laws are solely for the purpose of clarity and organization, and do not constitute substantive features of these By-Laws.