

Dated January 16, 2020

AMENDED AND RESTATED BYLAWS

OF

**OLD KEENE MILL SWIM AND RACQUET CLUB, INC.
("OKMSRC")**

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ARTICLE I: NAME, LOCATION and PURPOSE

Section 1.1 *Name.*

The Corporation shall be known as Old Keene Mill Swim and Racquet Club, Inc. ("Club").

Section 1.2 *Location.*

The principal office of the Club shall be located in Burke, Fairfax County, Virginia, or at such place as shall be determined from time to time by its Board of Directors.

Section 1.3 *Purpose.*

The Club is organized under the Virginia Nonstock Corporation Act and operates as a nonprofit, nonstock membership corporation for the purpose of acquiring, owning, developing, operating and maintaining a swimming pool complex, tennis courts, and such other recreational facilities as may appear to be desirable for the exclusive use of its membership and their guests. The Corporation is nonprofit and does not issue stock. The operation of the Club is governed by the Code of Virginia, the Articles of Incorporation (as amended), these Bylaws, the Old Keene Mill Swim and Racquet Club Rules, and all applicable law.

ARTICLE II: MEMBERSHIP

Section 2.1 Defined.

(1) "Member" is defined as:

1. The person(s) signing the membership agreement will be known as the member (or joint member if two or more persons sign the agreement).
2. Membership is granted on an annual basis commencing May 1 of each year and is automatically renewed provided that a member is considered "in good standing" in accordance with Section 2.6 of this Article.

(2) "Family" is defined as:

1. Up to two (2) adults residing at the same address, plus up to two (2) verifiable grandparents (only) who reside with the family year-round, and all legal dependents of members residing in the same home that are under the age of 23. Child caregivers, whether residing at the same address or at another, may be eligible to obtain access to the pool if accompanied by children under the age of 16 subject to an additional fee as described in Section 2.13 of this article.
 - a. A member may submit a written request that the Board determine whether a particular person may be considered as a member of the family unit for the purpose of enjoying membership privileges.
 - b. An existing Full Member (Family) membership may list single adult children living in the area in a separate household on their membership form, so long as the adult child was previously associated with that membership in past years; no spouse, live in partner, or children of that single adult child may be listed in the membership.
 - c. If a Full Member (Family) membership previously contained two adults cohabiting in one house as a family unit and the two adults are no longer cohabiting in the same house due to a divorce or separation and both adults remain in custody of the child or children, they may execute one membership agreement upon renewal, and both adults may continue to share the same membership with the proviso that no additional adults or children may be associated with that membership.

(3) "Individual" is defined as:

1. A single adult.
 - a. Membership does not convey to the entire household. Anyone else – even children or grandchildren residing at the same address – will be considered guests and subject to stipulations in Section 2.12 of this Article.

Section 2.2 Maximum Number of Members.

The maximum number of memberships in the Club is 600.

Section 2.3 Classes of Membership.

- (1) The Board of Directors ("Board") shall define and set member category definitions as from time to time are appropriate for the conduct of the business of the Club. These membership classes shall be published in a membership agreement and/or manual that shall be made available to all new and renewing members of the Club.
- (2) There are currently four (4) classes of membership used in the operation of the Club:
 1. Full Member:

- a. Only one (1) adult affiliated with a specific Full Member membership may actively serve as a Director of the Club.
 - b. A Full Member membership is entitled to one (1) vote in matters put before the general membership.
 - c. Requires payment in full of a membership bond fee or initiation fee at the rate in effect at the time of joining.
2. Associate Member:
- a. Associate members have limited rights and privileges, as determined by the Board of Directors; they may not vote at general membership meetings or hold office as a Director.
 - b. Associate membership privileges begin on 1 May each year and terminate at the conclusion of the season (typically Labor Day) that same year, unless modified by the Board.
3. Empty Nester Member:
- a. Membership shall be limited to up to two (2) adults residing at the same address.
 - b. To qualify for Empty Nester membership, a member must have been a Full Member (Family) for at least the five (5) of the last eight (8) consecutive years and:
 - i. Convert an existing Full Member (Family) membership; or
 - ii. Purchase of a new membership bond at the then current market price, as determined and communicated by the Board, if the prior membership bond has been redeemed.
 - iii. If a membership bond redemption is pending, the redemption request must be cancelled, and the existing membership bond be reinstated.
 - c. Redemption of an Empty Nester membership bond shall be subject to the terms and conditions outlined in Section 2.7 of this Article.
 - d. Membership does not convey to the entire household. Anyone else – even children or grandchildren residing at the same address – will be considered guests and subject to stipulations in Section 2.12 of this Article.
 - e. Only one (1) adult affiliated with a specific Empty Nester membership may actively serve as a Director of the Club.
 - f. An Empty Nester membership is entitled to one (1) vote in matters put before the general membership.
 - g. An Empty Nest Member is considered a Full Member, with the same rights and privileges afforded other Full Members.
4. Restricted Use Member (Individual):
- a. Limited to a single individual; membership does not convey to the entire household.
 - b. There are no guest privileges
 - c. Restricted Use Members have limited rights and privileges, as determined by the Board of Directors; they may not vote at general membership meetings or hold office as a Director.
 - d. Authorization will be considered on a case by case basis and must be approved by the Board.
 - e. A membership agreement must be signed.
 - f. Terms are to be negotiated annually.

- g. The Board of Directors reserves the right not to authorize a Restricted Use membership past the current operating season.
- h. Restricted Use privileges begin on 1 May each year and terminate at the conclusion of the season (typically Labor Day) that same year, unless modified by the Board.

Section 2.4 *Application for Membership.*

- (1) A person who desires membership shall submit a written application to the Board on the appropriate form via the method(s) prescribed. The Board, or a Committee established by the Board, shall review each application and determine the applicant's eligibility for membership. The Board or the Committee may not base an approval determination on race, color, creed, or national origin. The determination of the Board or the Committee is binding on all parties.
- (2) The agreement obligates the member to abide by the Code of Virginia, the Articles of Incorporation (as amended), these Bylaws, the Old Keene Mill Swim and Racquet Club Rules, and all applicable law, and sets responsibilities for payment of certain fees, assessments and dues.
- (3) If a Full Member membership is desired, the applicant must pay the initiation fee or purchase a membership bond at the price set by the Board. The Board, at its discretion, will decide whether to offer Full Member memberships for an initiation fee or membership bond.
- (4) The agreement is not transferable (see Code of Virginia) to another.
- (5) In the case of a family membership (Full or Associate), if one of the members of the family unit departs the residence, he or she is no longer considered a part of the unit unless he or she returns to the unit. In this case the membership will reside solely with the member(s) remaining in the residence.
- (6) In the case of a death of a member or joint member, the membership will go to the spouse or surviving member.

Section 2.5 *Waiting List.*

When the maximum number of memberships is reached (either in total, or by membership class), the Board shall place additional applications in a file in order of the date the application is received. The Board shall follow the list of prospective applicants in selling outstanding memberships redeemed by the Board or any additional memberships that may be added to the total authorized number of memberships.

Section 2.6 *Membership in good standing.*

- (1) A membership will be considered "in good standing" if –
 - 1. All annual dues, required fees, or assessments are paid in the manner prescribed in these Bylaws;
 - 2. A valid, executed membership agreement, applicable for the current operating period, is on file; and
 - 3. The person(s) entitled to use Club facilities under the membership agreement comply with the Code of Virginia, the Articles of Incorporation (as amended), these Bylaws, the Old Keene Mill Swim and Racquet Club Rules, and all applicable law.
- (2) Only members in good standing are entitled to use Club facilities.
- (3) A membership is not eligible to convert to a different class or type of membership if not in good standing.

Section 2.7 Membership Bond Redemption.

- (1) A Full Member who possesses a membership bond and desires to redeem it and terminate his or her membership shall follow the procedures below. There is no redemption or refund for Full Members who joined by paying an initiation fee.
 1. For the purposes of Section 2.7, an Empty Nester membership shall be considered a Full Member membership for the purposes of membership bond redemption, and it will be subject to all of the same requirements outlined defined herein.
- (2) A membership bond may be redeemed using one of the following methods:
 1. A Full Member who sells his or her house and desires that the purchaser have preference in becoming a Full Member (if there is a waiting list to purchase a membership) shall submit a written request for this consideration to the Board. The Board shall give preference in issuing a membership to the purchaser of a Full Member's home subject to Section 2.4 of this Article; or
 2. If a Full Member desires to redeem his or her membership bond and terminate his or her membership, the member shall submit a written request to the Board. The Board shall redeem the membership bond when there is an acceptable applicant who desires to purchase a Full Member membership (See Section 2.5 of this Article)
 - a. If a Full Member desires to redeem the membership bond and there are no acceptable Full Member applicants, the Board shall place the request in a queue in order of the date the written request is received. The Board shall use this queue to sell those memberships that the Board is requested to sell. Bonds that are abandoned or revert to the Board remain on the for sale list in the original position (See Section 2.11 of this Article).
 - b. If the Full Member is in good standing, as defined in Section 2.6 of this Article, the Club shall redeem the membership bond for the original membership bond fee paid by the member when there is an acceptable applicant.
 - c. If the Full Member is not in good standing, as defined in Section 2.6 of this Article, the Club shall redeem the membership bond for the original membership bond fee paid by the member minus any unpaid dues, fees, or assessments when there is an acceptable applicant.
 3. If there is no waiting list for the purchase of a membership, a Full Member may locate a prospective new member seeking a Full Member membership.
- (3) The Board, at its discretion, may redeem a membership bond of a Full Member who is expelled from the Club for the original membership bond fee paid by the member minus any unpaid dues, fees, or assessments.
- (4) The Board may, at its discretion, employ methods and/or strategies to accelerate membership bond repayment in the event that there are not sufficient new applicants to satisfy all outstanding membership bond redemption requests.
 1. If the Board elects to pursue an accelerated repayment method or strategy, all memberships awaiting repayment must be notified as to the nature and status of their pending repayment.
- (5) No membership bond shall be redeemed when to do so would cause the Club to become insolvent or when it would place the Club in a precarious financial position. If this provision is invoked, the members desiring redemption will be placed on a waiting list until the Board determines that the Club is able to resume redemptions. Redemption will then be made in the order in which names appear on this waiting list.

Section 2.8 Temporary Use Permit.

- (1) A Full Member may request, in writing, that the Board issue a permit authorizing a non-member family leasing the Full Member's residence to temporarily use the recreational privileges of the Full Member's membership, provided:
 1. The request also states that the Full Member will be absent temporarily from his residence, for a period of three months or longer; and
 2. No individual of the voting member's household will use these recreational privileges during the period of this absence.
- (2) If authorized, a Temporary Use Permit shall be offered to the non-member, subject to all the terms, privileges and limitations applicable to the Full Member.
- (3) If declined, the Full Member's request shall be considered canceled and the Full Member shall be required to fulfill the obligations as defined in Section 2.6 of this Article, unless he or she has submitted a valid Inactive Status Request as defined in Section 2.9 of this Article.
- (4) The Board reserves the right to set a limit on the number of Temporary Permits authorized.

Section 2.9 Inactive Status.

- (1) A Full Member or an Empty Nester Member in good standing, as defined in Section 2.6 of this Article, may request Inactive Status in writing to the Board by submitting the appropriate form via the method(s) prescribed, by May 1 of the current operating year.
- (2) The acceptance of a member's request for Inactive Status is at the sole discretion of the Board. The Board may approve the conversion to inactive status only if the Board finds that the financial affairs of the Club permit the conversion without detriment to the other members.
- (3) A member placed in an Inactive Status is excused from the payment of annual dues, but may still be required to pay an Inactive Membership Fee annually, if so authorized by the Board.
- (4) If an Inactive Membership Fee is so authorized by the Board, it shall apply to all memberships in an Inactive Status.
- (5) An inactive member may not vote in the proceedings of the Club and may not use Club facilities.
- (6) An inactive member may resume active status by paying the current annual dues amount prior to May 1 of the year of resumption.
- (7) Members who are in Inactive Status before the Club imposes a Special Assessment are not required to pay the assessment unless they change back to Active Status within one year of the assessment being imposed, per Section 7.15.
- (8) If there is a dissolution of the Club under Section 7.8, members with a membership bond who are in Inactive Status are eligible for bond redemption pursuant to Section 2.7 (subject to there being sufficient funds to redeem membership bonds), but Inactive members are NOT eligible to receive any distribution of "excess proceeds" under 7.8(3) should any exist.

Section 2.10 Discipline.

- (1) No member (other than a member of the current Board of Directors or its designee) shall discipline any volunteer, employee, guest or contractor of the Club, or another member, or another member's family members or guests, but shall promptly report any inappropriate conduct to Club management (or in its absence, the Board of Directors).
- (2) Any member may be reprimanded, suspended, restricted in privileges, removed from any OKMSRC position, board or committee, or expelled for violation of these Bylaws, Club Rules, Club Policies, Club Procedures, conviction of a crime, or for misconduct on or off

Club property which, in the Club's sole opinion, may adversely affect the Club, its reputation, volunteers, employees or members.

1. Additionally, The Board may authorize the Pool Manager to suspend the membership privileges of any individual for as many as seven (7) days for violation of the Club Rules, Club Policies or Club Procedures.
 2. Furthermore, if a member is not in good standing as defined in Section 2.6 of these Bylaws, membership privileges may be suspended until such time as the membership is returned to good standing.
- (3) Any member who is facing disciplinary action by the Club shall be given prior notice at the member's last known address and an opportunity to respond in his or her own defense. Failure to respond within ten days to a notice from the Club may result in a decision being rendered against the member. The Club shall consider any statements and evidence submitted before rendering a decision. The member shall be notified of the Club's decision in a timely manner. Notice will be deemed given two days after posting in the U.S. mail to a member's last known address as appearing on Club records, or when given to the member in person or by telephone or email. Any and all penalties shall be imposed by the Club, in accordance with these Bylaws, Club Rules, Club Policies, or Club Procedures.
- (4) Any member who is expelled, suspended, or restricted in privileges by the Club may appeal the decision by written notice to the Club's Secretary setting forth in detail the grounds for the appeal. Such an appeal must be received within ten days after the Club has notified the member of a decision against the member. The Club's Board of Directors shall consider the merit of the appeal and may at any time modify or rescind any disciplinary action or penalty imposed by a vote of two-thirds (2/3) of the Directors currently in office.
- (5) A member may be placed on suspension by the Club while a disciplinary matter is being investigated or pending the outcome of any proceeding. During a period of suspension, the member shall continue to pay dues and fees as previously agreed to but shall not have any membership privileges. Upon expulsion, a member shall not be entitled to any refund of membership bond or fee, membership fees, membership dues, or any other Club related dues and fees (except as otherwise determined by a vote of two-thirds (2/3) of the Directors currently in office and in accordance with Article II, Section 2.7 of these Bylaws), and all indebtedness to the Club is immediately due and payable.
- (6) An expelled membership may be reinstated by a majority vote of Club members at the next annual or special meeting of the Club. If an expelled member wants to seek reinstatement at such a meeting, he/she must notify the Board of that fact at least ten (10) calendar days before the meeting.
1. Before a vote is taken, an opportunity to be heard will be provided to the former member and to a representative of the Board. The former member will speak first; at that time, the former member will be allowed up to ten (10) minutes to present their request for consideration without interruption. The representative of the Board shall follow the former member; at that time, the representative will be allowed up to (10) minutes to provide the Club's reasons for the expulsion (including any discussions with the former member related to the expulsion) without interruption.
 2. Members will then be allowed up to ten (10) minutes to ask any clarifying questions of the Board (the Board may, at its discretion, refer questions to the former member for clarification).
 3. Upon the conclusion of the clarifying questions, a general vote will be held. The vote will be held by secret ballot, and each membership present will be entitled to one vote. No Proxy votes will be permitted. The former member and the Board will each select one person from the memberships assembled to tally votes. The votes will be tallied, and the result read aloud and entered into the minutes.

4. If a former member elects to pursue reinstatement by a majority vote of Club members at the next annual or special meeting of the Club, the outcome of such a vote shall be considered final and the former member shall agree not to pursue any further action related to the matter. Additionally, the former member will not be entitled to recover any costs associated with pursuing reinstatement in this manner (with the exception of any monies forfeited as a result of the initial expulsion), nor will the former member be entitled to incidental, consequential, multiple, punitive or special damages.
- (7) Any claim, controversy or dispute arising out of or related to disciplinary action by the Club and not resolved by appeal to the Club's Board or as provided above shall be submitted to binding arbitration as set forth in Section 2.16 of this Article.

Section 2.11 Abandoned memberships.

- (1) Unless the Board has granted prior approval for failure or delay of payment in writing, the Board shall consider the failure of a member to pay annual dues, required fees, and assessments when due to be an abandonment of the membership.
- (2) For members who possess a redeemable membership bond: When the total unpaid dues, fees, and assessments of an abandoned membership exceed the redemption value of the membership bond, the membership bond becomes the sole property of the Club and may be sold without recompense to the former member.

Section 2.12 Guests.

- (1) The Board shall issue rules governing guest privileges as part of the Old Keene Mill Swim and Racquet Club Rules.
- (2) Guests of members may be permitted to use Club facilities in accordance with these Bylaws and the Old Keene Mill Swim and Racquet Club Rules.
- (3) Guests must agree to abide by the Old Keene Mill Swim and Racquet Club Rules. Members are responsible for the conduct of their guests and for any damage they may cause through negligence.
- (4) The Board will establish rules pertaining to the payment of guest fees.
- (5) If necessary, the Board will establish a maximum limit of guests per member per day, which will be applicable to weekdays, weekends and holidays (unless otherwise specified.). In cases of heavy pool usage, the pool manager can adjust this limit accordingly.
- (6) Limits for out-of-town guests may be modified by the pool manager or a member of the Board.
- (7) The principal member must accompany the guest both at the pool and on the tennis court.
- (8) The Board may elect, at its discretion, to authorize the issuance of guest passes (with or without expiration)

Section 2.13 Fees and Dues.

- (1) The Board shall establish and maintain certain fees and dues to cover operating expenses, maintenance and cost of scheduled capital improvement or replacement projects. The Board will publish a list of applicable fees and dues prior to the commencement of the operating season each year to meet these expenses. The following schedule of fees and dues shall apply to appropriate members:
 1. Fees to Join as Full Members: The person(s) joining the Club as full members shall pay either a membership bond fee or an initiation fee:

- a. Membership bond fee: The membership bond fee is set by the Board. It is refundable only upon resale to a new member, less any amounts owed the Club, at the disposal of a Full Member membership
 - b. Initiation fee: The initiation fee is set by the Board and is not refundable.
2. Annual Dues: Annual dues are paid by each member, regardless of type, unless otherwise stated in these Bylaws.
 - a. Notice that annual dues are due will be sent to each member before April 1
 - b. Failure to receive the statement is not grounds for non- payment of dues.
 - i. At a minimum, dues for the upcoming operating season can be obtained by reviewing the website, or by calling the membership number listed on the membership contract.
 - c. Payment is due by May 1 of each year.
 - i. Payments postmarked later than this date, or payments absent a valid postmark may be considered delinquent, and the Board will notify the member and may assign a late fee, which must be paid prior to the opening date of the pool.
 - d. Upon showing good cause and extraordinary circumstances, the Board may waive or compromise the annual dues assessed against any membership, and the decision of the board in connection therewith shall be final.
 - e. Full members joining from the annual dues billing date through July 15 of any year shall pay the full amount of the current annual dues for that year.
 - f. Full members joining during the period July 16 through pool closing shall pay 50% of the current annual dues.
 - g. No dues shall be charged for full members joining after pool closing until the next annual dues billing date.
 - h. Full members who have paid their dues for a given year but who terminate by July 15 shall be given a 50% rebate of the annual dues amount paid (less any indebtedness to the club, if applicable).
 - i. No refund will be given to persons terminating after July 15.
 - j. Prorated amounts for other membership classes and types shall be set annually by the Board.
3. Special Assessment Fee: This fee may be levied as a means of financing capital improvement or replacement projects estimated to cost \$10,000 or more. The Board sets the fee and submits the measure to the membership for approval.
4. Guest Fee: This fee is established by the Board and charged for a bona fide guest of a member, as set forth in the Old Keene Mill Swim and Racquet Club Rules, for use of pool facilities.
5. Late Fee: This fee is established by the Board and is assigned to a member who is delinquent in payment of amounts is owed the Club.
6. Special Activities Fees: Special fees are required for certain events or continuing activities sponsored by the Club. These may include, but are not limited to, such events as team sports, junior development tennis, adult tennis tournaments, and social events.
7. Summer Guest Fee: This fee is established by the Board and paid by a member who has a long-term guest residing with them.
8. Inactive Membership Fee: This fee is established by the Board and paid annually by a member that has requested to be placed in Inactive Member status.

9. Caregiver Fee: This fee is established by the Board and paid in order to permit child caregivers, whether residing at the same address or at another, to obtain access to the pool if accompanied by children under the age of 16 residing in the home of a Family.
 10. Communications Fee: This fee is established by the Board and paid in order to help defray the effort and expense required to fulfill a request to communicate by means other than internet communication.
- (2) The decision not to assess a fee or dues in one operating season shall not be considered a precedent; the Board reserves the right to impose the same fee or dues going forward in subsequent operating seasons as long as notice is provided prior to the commencement of the affected operating season.

Section 2.14 Transfer of Membership.

Members may not transfer or convey their membership (see Virginia State Code).

Section 2.15 Censure.

- (1) Any member (including an officer or director) may be censured by the Board subject to the procedures in this Section, if the Board determines that said member committed an act or omission that constitutes neglect of duty, improper conduct, breach of fiduciary duty, material violation of these bylaws, willful disregard for the rights and/or property of the general membership, or such other causes as the Board may reasonably deem contrary to the best interests of the Club and its membership.
- (2) Procedures:
 1. A motion to censure may be presented by any Director at a regularly scheduled meeting of the Board of Directors, or at a special meeting of the Board of Directors called specifically for that purpose.
 - a. The motion must include a detailed description of the grounds on which the motion is based.
 2. A motion to censure a may also originate from the General Membership and be submitted to the Board of Directors provided that:
 - a. The motion to censure is adopted by an affirmative vote of the majority of full members in good standing who are present and voting at the next annual or special meeting of the Club at which a quorum is present provided that the following procedure has been followed:
 - i. The motion to censure must be initiated by a petition which sets forth the accusation that a member committed an act or omission that constitutes neglect of duty, improper conduct, breach of fiduciary duty, material violation of these bylaws, willful disregard for the rights and/or property of the general membership, or such other causes as the Board may reasonably deem contrary to the best interests of the Club and its membership, and is signed by ten percent (10%) of the eligible full members of the Club; and
 - ii. Each signatory on the petition is a member "in good standing" at the time of signing as defined by Article II, Section 2.6; and
 - iii. The motion to censure is submitted to the Board at least thirty (30) days before the next annual or special meeting of members.
 - iv. Any one proponent of a request to censure may include a statement of five hundred (500) words or less in support of the proposed request.
 - b. Upon receiving such a motion (and it being seconded), the President shall appoint one (1) Director to notify all sitting Board Members of the pending vote.

- c. The President shall set a time and date for the vote as soon as practicable and may call a special meeting for this purpose.
 - d. Out of a respect for the privacy of all participants, the meeting to discuss and vote on the pending motion to Censure shall be conducted in an Executive Session of the Board of Directors
 - i. The member subject to the motion shall have an opportunity to be heard before the vote.
 - ii. The Director or member of the General Membership that brought forth the motion to Censure shall be present at the meeting
 - iii. Any and all evidence supporting the motion to Censure shall be incorporated by reference into the minutes of the Executive Session.
 - iv. To pass, a motion to Censure must receive an affirmative vote of two-thirds (2/3) of directors present at a meeting in which a quorum is present.
 - e. If a motion to censure is made against the President, the President shall relinquish his or her duties until the vote is completed.
3. If the motion for Censure is granted, penalties may include (but are not limited to):
- a. Being barred from election or appointment to the Board for a period of ten (10) years
 - b. Removal from office (in the case of a Director or Officer) in accordance with Article IV, Section 4.15
 - c. Suspension of membership privileges (in whole or in part)
 - d. Termination of membership privileges (in whole or in part).

Section 2.16 *Legal Action and Arbitration*

- (1) If legal action is commenced to collect any account owed by a member and if judgment is obtained by the Club, such judgment shall include interest at the highest legal rate from the date judgment is entered.
- (2) Should any party or parties bound by these Bylaws bring suit against the Club on any claim or matter, and fail to obtain a judgment against The Club, that party or parties shall be liable to the Club for all costs and expenses incurred by the Club in defending the suit, and judgment shall be entered thereon.
- (3) No action, claim, counterclaim, complaint or cross complaint, suit or countersuit, whether arising in tort, contract, or otherwise, shall be filed against the Club more than one year from the date that the cause of action arose, and if not so filed shall for all purposes be deemed waived and void, regardless of any statute of limitations.
- (4) Arbitration
 - 1. Scope. Any claim, controversy, dispute, cause of action, complaint or cross complaint, suit or countersuit, whether arising in contract, tort, or otherwise brought against the Club or its related entities by any member or other person bound by these Bylaws shall, at the Club's election and as permitted by law, be decided by arbitration administered by the American Arbitration Association ("AAA") in Fairfax County, Virginia. All parties bound by these Bylaws consent to disputes being resolved through arbitration.
 - 2. Rules. The arbitration will be conducted under the AAA Commercial Arbitration Rules except where the parties mutually agree otherwise. Where the application of state law is necessary, the arbitration will be conducted under the laws of Virginia.
 - 3. Limited Discovery. Consistent with the expedited nature of arbitration, all parties agree to limit pre-arbitration discovery to the following: Within 30 days of the

commencement of the arbitration, all parties shall produce any and all documents relied upon to prove or defend their claims. There will be no depositions or other discovery requests.

4. Arbitrator. The arbitration will be conducted by a single arbitrator. The parties must reach agreement on who will be appointed as arbitrator within 15 days of the commencement of the arbitration. If there is no agreement within 15 days, the selection of the arbitrator will be referred to the AAA, who will select an arbitrator within 15 days of receiving the request.
 5. Procedure. The arbitrator shall review the evidence presented and shall have the same powers as a judge to decide the case by applying the law and the terms of the membership contract or any other relevant documents to the evidence presented. The arbitrator shall have no power or authority to modify any lawful provision of these Bylaws or other Club agreement, policy or procedure. The arbitrator shall issue a written decision, which shall be binding on the parties, and court judgment may be entered thereon.
 6. Fees and Costs. The arbitrator shall, in good faith, approximate the extent to which each party prevailed and shall award the costs of the arbitration process and reasonable attorney's fees and expenses consistent with this approximation. A party that is determined to have fully prevailed on all its claims is entitled to all costs it incurred for the arbitration process and all reasonable attorney's fees and expenses.
- (5) If any suit, countersuit or cross complaint is filed against the Club in violation of this Section, the Club shall be entitled to an immediate dismissal of the same with prejudice, recovery of its costs and expenses, and injunctive relief, in addition to its other remedies.

ARTICLE III: MEMBERSHIP MEETINGS

Section 3.1 Annual Membership Meetings.

- (1) Annual membership meetings shall take place twice each year to care for certain business of the Club such as presentation of each year's activity plan and organization, and the election of Directors.
- (2) At least one of the meetings must be held between June and August each year (hereinafter referred to as "Summer Annual Membership Meeting"), at which time elections for the Board of Directors shall take place.
- (3) Attendance at the annual membership meetings is restricted to voting members as described in Article III, Section 3.6 unless otherwise indicated in the meeting announcement.

Section 3.2 Special Meetings.

- (1) Additional meetings over and above annual membership meetings or general membership meetings (hereinafter referred to as "Special Meetings") may be requested to meet unforeseen circumstances.
- (2) Such additional meetings may be called:
 1. By the President; or
 2. By an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present; or
 3. Within 30 days after receipt by the Board of a written request of not less than ten percent (10%) of the full members of the Club.
- (3) All provisions of the annual membership meetings will otherwise apply.

Section 3.3 Procedures.

- (1) The President shall preside ("Chair") at every meeting of the Membership. In the event of a vacancy in the office or absence of the President, the Vice President shall preside at the meeting. In the event of a vacancy in the offices, or absences, of the President and the Vice President, the Secretary shall preside at the meeting. In the absence of the Secretary, any person appointed by the chairman of the meeting shall act as Secretary.
- (2) Unless otherwise indicated in the Bylaws, Robert's Rules of Order, Revised, govern all proceedings of the Club.
- (3) The vote of a majority of the memberships present and voting at any regular meeting of The Membership at which a quorum is present shall be necessary for the adoption of any matters to be voted upon unless a different number is prescribed by these Bylaws or laws of the Commonwealth of Virginia.

Section 3.4 Notice.

- (1) Notice of an annual membership meeting or special meeting will be given to all members in writing by the Board at least ten (10) and not more than thirty (30) days prior to the date set for the meeting pursuant to Article VII, Section 7.9.
- (2) The purpose for the meeting will be stated in the notice.
- (3) The notice shall highlight all "important and potentially controversial" issues coming up for vote as identified by the Board of Directors.
- (4) Business transacted at a special meeting shall be limited to that mentioned in the notice.

Section 3.5 Amendment Proposal Contained in Notice.

Whenever the language of a proposed resolution is included in the notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.6 Voting Member.

Each full membership in good standing, as defined in Article II, Section 2.6 that has paid a membership bond fee (or initiation fee, if so designated) and has not requested a membership bond fee redemption and/or submitted a termination request shall be entitled to one (1) vote on any matter voted upon by members.

Section 3.7 Quorum.

Five percent (5%) of the eligible voting members represented in person shall constitute a quorum for all Annual Membership Meetings, General Membership Meetings or Special Meetings.

Section 3.8 Annual Report of the Board.

- (1) The Board shall direct the Treasurer to present at one of the Annual Membership Meetings a report showing in appropriate detail the following:
 1. The assets and liabilities of the Club as of the end of the fiscal year immediately preceding the date of the report and the last three quarters of the fiscal year if the Annual Membership Meeting falls within the last quarter of the fiscal year.
 2. The principal changes in assets and liabilities during the year immediately preceding the date of the report.
 3. The revenue or receipt of the Club, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
 4. The expenses or disbursements of the Club, for both general and restricted purposes, during the year immediately preceding the date of the report.
- (2) The annual report of the Board shall be filed with the minutes of the Annual Meeting.

Section 3.9 Dues Schedule

- (1) The Board shall prepare and present the proposed dues schedule for the upcoming operating season at one of the Annual Membership Meetings, and at that time the dues schedule shall be effective as presented or as altered by an affirmative vote of the majority of the voting members present.
- (2) In the event that there are not sufficient voting members in attendance to hold a meeting in accordance with Section 3.7 of this Article, the Board will have the authority to set the dues schedule for the upcoming season by an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present.

Section 3.10 Action without Meeting.

Any action required or permitted to be taken at any meeting of the members of the Club may be taken without a meeting, without prior notice and without a vote, if a unanimous consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote on such matter.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 Powers.

The property, affairs, and business of the Club shall be managed by its Board of Directors (hereinafter referred to as the "Board"), which may exercise all such powers of the Club and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation, or these Bylaws.

Section 4.2 Limits.

The authority of the Board to manage the business and operate the Club is unlimited with one exception. The Board may not authorize the expenditure of funds for capital improvement projects estimated to cost \$25,000 or more except by an affirmative vote of the majority of the members in good standing who are present and voting at the next annual or special meeting of the Club at which a quorum is present.

Section 4.3 Expiration of Resolutions.

Resolutions passed by the Board in order to manage the property, affairs, and business of the Club shall expire one month after the conclusion of term of office in which it was passed, unless extended for an additional term by incoming Board by an affirmative vote of two thirds of the Board currently in office.

Section 4.4 Qualification and Selection.

- (1) Each Director of the Club shall be a voting member of the Club as defined in Article III, Section 3.6, and a natural person of full age. Each Director shall be elected by a majority of the members entitled to vote at the Annual Membership Meeting where such election is required by these Bylaws.
- (2) Directors may not hold voting or full membership at another similar private outdoor swim club that operates seasonally in Fairfax County.
- (3) All Directors must fully disclose business and personal relationships that may create a situation of perceived conflict of interest, including, but not limited to, membership at a competing swim club, relationship with a business that services pools, and/or paid status with another vendor that services similar clubs.
 1. For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person, or other entity other than the organization.
 2. No Director or Officer of the Club shall be disqualified from holding any office in the Club by reason of any interest in any concern except holding a voting or full membership at another similar private outdoor swim club that operates seasonally in Fairfax County.
- (4) A Director censured by the Board of Directors in accordance with Article IV, Section 4.15 may not serve on the Board for a period of ten (10) years from the date the term in which he or she was censured naturally expires.

Section 4.5 Number and Term of Office.

- (1) The number of Directors shall be determined from time to time by resolution of the Board, but at no time shall the Board consist of less than nine (9) or more than thirteen (13) persons.

- (2) There shall be no requirement that the maximum number of Directors permissible under these Bylaws be elected to office.
- (3) Each Director shall serve for one (1) year.
- (4) Each newly elected Director's term shall begin on September 1 of the Calendar year elected and shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

Section 4.6 Election.

- (1) Directors are elected only at a duly held meeting of the membership.
- (2) A member must also consent to serve in order to be placed in nomination.
- (3) Incumbent directors may run for re-election.
- (4) Nominations
 1. Advance nominations for Director may be submitted to the Secretary not more than sixty (60) and not less than seven (7) days prior to the Summer Annual Membership Meeting
 2. On the day of the Summer Annual Membership Meeting, nominations for Director may be made from the floor
 - a. No second is required;
 - b. Self-nominations are permitted;
 - c. No single membership may nominate more than one (1) person for Director until every other membership has had an opportunity to nominate a candidate;
 - d. In no event shall any single membership nominate more candidates than there are positions eligible vacancies
 - e. Nominations are closed once there are no further nominations from the floor
 - f. Each nominee (including those nominated in advance) must accept the nomination offered.
 - g. Each nominee will be allowed one (1) one minute to make a statement
- (5) Voting
 1. Voting for eligible vacancies will be done by a secret ballot.
 2. All eligible full members present are given a single ballot
 3. To vote, an eligible full member must write the name of each candidate they intend to cast a vote for on the ballot
 - a. A ballot cannot contain more names than there are eligible positions; any ballot that does so will be disqualified
- (6) Tabulation
 1. The President shall appoint at least two (2) election officials from among the members present at the Annual Membership Meeting
 - a. Appointed election officials shall not be a candidate, or be associated with the membership nominated for Director
 2. The election officials will collect and tabulate all ballots
 3. The candidates receiving the highest number of votes are elected, provided that each candidate received a majority of the votes available to be cast
 - a. The number of candidates elected will be determined by the number of eligible vacancies
 4. The individual receiving the largest number of votes on the first ballot will be the chair for the Board of Director's meeting in September.

- (7) If all eligible vacancies cannot be filled because an insufficient number of candidates received a majority of the votes available to be cast, a second ballot must be cast
 1. The second ballot must contain any candidate not elected during the preceding balloting
 2. The candidates receiving the highest number of votes are elected, provided that each candidate received a majority of the votes available to be cast
 3. If all eligible vacancies cannot be filled because a sufficient number of candidates do not receive a majority of the votes available to be cast, the remaining positions will remain vacant and filled by the Board at the September meeting following provisions of the Bylaws;
- (8) At the first meeting of the elected term (are as soon as practicable), Directors (and anyone else serving on a committee or acting as an agent of the Club) will be required to sign and agree to abide by the CODE OF CONDUCT FOR DIRECTORS, COMMITTEE MEMBERS & AGENTS (incorporated into these bylaws as "ATTACHMENT A").

Section 4.7 Executive Officers.

- (1) At all times four (4) Board positions shall be reserved for the following executive officers (the "Executive Officers"):
 1. President;
 2. Vice President;
 3. Secretary; and
 4. Treasurer
- (2) The Executive Officers shall be elected pursuant to Article V, Section 5.3.
- (3) No individual may be an Executive Officer without also serving as a director at the same time.

Section 4.8 Organization.

- (1) The President shall preside ("Chair") at every meeting of the Board. In the event of a vacancy in the office or absence of the President, the Vice President shall preside at the meeting. In the event of a vacancy in the offices, or absences, of the President and the Vice President, the Secretary shall preside at the meeting. In the absence of the Secretary, any person appointed by the chairman of the meeting shall act as Secretary.
- (2) The rules contained in the current edition of Robert's Rules of Order Newly Revised ("RONR") shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.
- (3) In accord with RONR, all decisions by the Chair can be appealed, and an affirmative vote of a majority of the Board present is required to overturn the Chair's ruling.
- (4) The Chair may participate in any parliamentary procedure of the Board, including making motions, debate, and voting.
- (5) The Chair may limit debate to two (2) minutes per speech.
- (6) The Chair may suspend the rules to have informal procedure at any time and may suspend any such suspension at any time.

Section 4.9 Expenses and Reimbursement.

- (1) Directors must submit receipts for all expenses for which they are requesting reimbursement. The Club is under no obligation to reimburse any Director for any expense for which a receipt is not submitted.
- (2) Directors may be reimbursed for mileage in accordance with the IRS regulations for distances of more than ten (10) miles round-trip undertaken for Club related business, provided that the date, mileage and purpose for each trip is recorded and certified by the submitter in a manner prescribed by the Board.

- (3) Directors may be reimbursed for refreshments provided to volunteers and staff during Club related maintenance activities (i.e. clean up in advance of opening, after storms, and during closing), provided that the date, purpose and the number of attendees for each activity is recorded and certified by the submitter in a manner prescribed by the Board.
- (4) Any requests for reimbursement without receipts totaling one hundred dollars (\$100) per occurrence or two hundred and fifty dollars (\$250) cumulatively (in a given fiscal year) must be approved by the affirmative vote of the majority of the Directors present at a meeting at which a quorum is present.
- (5) All expenses for which a Director submits a request for reimbursement shall be detailed in advance, unless specific approval for any such expense is obtained in advance affirmative vote of the majority of the Directors present at a meeting at which a quorum is present.

Section 4.10 Regular Meetings of the Board.

- (1) The Board of Directors shall hold at least one meeting each month at the call of the President and may meet at any time on the call of at least five (5) Directors.
- (2) At the first meeting of the new term (usually in September), the Board shall adopt, by way of Resolution, a policy that will govern how BOD meetings will be conducted for the coming term.
 1. The adopted policy will be available on the OKMSRC website.
- (3) Meetings will be conducted in accordance with Roberts Rules of Order, in conjunction with the then current OKMSRC Board of Directors Meeting Policy.
- (4) At each regular meeting, the Chair may propose the date and time for the next regular meeting.
 1. Once determined, the Secretary shall provide the Directors with the final meeting date at least two (2) weeks in advance of that date.
- (5) If the date fixed for any such regular Board meeting is a legal holiday under the laws of the State where the meeting is held, then the same shall be held on the next succeeding business day, or at such other time as may be determined by the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting.
- (6) Notice of regular meetings need not be given but may be posted as a courtesy.
- (7) Any Member desiring to appear before the Board of Directors at a regular meeting shall notify the Secretary in advance by email and state the purpose of the requested appearance.

Section 4.11 Special Meetings of the Board.

- (1) Special meetings of the Board shall be held whenever called by the President or by five (5) or more directors.
- (2) Notice of each such meeting shall be given to each director by telephone, electronic mail or first class mail.
 1. If notice is provided by telephone, such notice must be provided at least twenty-four hours before the meeting is to be held.
 2. If notice is provided by electronic mail or telegram, such notice must be provided at least forty-eight hours before the meeting is to be held.
 3. If notice is provided by first class mail, such notice must be provided at least five (5) days before the meeting is to be held.
 4. Every such notice shall state the time, place and purpose of the meeting.
- (3) Business transacted at a special meeting shall be limited to that mentioned in the notice.

Section 4.12 Quorum.

A quorum of the Board is defined as a majority of the Directors currently in office, where majority is defined as more than half of the current number of elected and sitting Directors.

Section 4.13 Voting.

- (1) Each Director shall have one (1) vote. Except as otherwise specified in these Bylaws, an affirmative vote of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board.
- (2) Email votes may be carried out by the board between board meetings in special circumstances subject to the following conditions:
 1. A full presentation of the issue is provided, either electronically or in person, prior to the vote; and
 2. Only Directors who were present for the presentation of issues, or received and reviewed an electronic presentation, will be entitled to cast a vote
- (3) An affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be required to adopt, amend or repeal a Bylaw or to adopt a resolution dissolving the corporation.
- (4) The affirmative vote of a majority of the Board present may adjourn any meeting, and such meeting may be reconvened as an adjourned meeting without further notice at any time.

Section 4.14 Conference Telephone and Computer Meetings.

One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Board or a committee may conduct business via a computer network system if all parties on the Board or committee have access to said network. A Director participating in a meeting by such means is deemed to be present.

Section 4.15 Resignation and Removal.

- (1) A Director may resign at any time by delivering written notice to the Board, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
 1. If a Director resigns prior to the end of the current term and does not fulfill all of the requirements for reimbursement, he or she will be ineligible for partial reimbursement of dues for the term unless otherwise decided by the Board prior to the resignation taking effect, or unless a written request is submitted for consideration by the resigning Director within fourteen (14) days of leaving office.
 2. A Director appointed to the Board as a result of a resignation may be eligible for a partial reimbursement of dues for the current term.
- (2) Whenever in the judgment of the Board the best interests of the Club shall be served thereby, any Director may be removed from office by a two-thirds (2/3) affirmative vote of the Directors currently in office, at a meeting of the Board duly called for such purpose at which a quorum is present.
- (3) Additionally, a Director may be removed for cause at the sole discretion of the Board for three (3) consecutive absences from duly called and notified meetings of the Board, or in accordance with the provisions of the CODE OF CONDUCT FOR DIRECTORS, COMMITTEE MEMBERS & AGENTS.
- (4) An action challenging the validity of any removal of a Director by the board must commence:
 1. During the term within which the removal occurred; and
 2. Within thirty (30) days of the removal being effective

3. Once the term has concluded OR the thirty (30) day period has expired, the removal is conclusively presumed valid, in the absence of fraud.
- (5) A Director removed by the Board is barred from reelection or appointment to the Board for a period of ten (10) years from the date his or her most recent term naturally expires.
- (6) A Director removed by the Board shall be removed from the Board immediately once the motion to remove is passed or upheld and will not be eligible for reimbursement of the dues for the current term.

Section 4.16 Vacancies.

- (1) Any vacancy may be filled by a vote of the majority of the Board present at a duly held Board meeting at which a quorum is present occurring after such vacancy has occurred or been created.
- (2) A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next Annual Meeting and until his successor is elected and qualified, or until his earlier death, resignation or removal.

Section 4.17 Limitation of Liability of Directors and Officers.

- (1) The liability of any officer or Director in any proceeding brought by members (or a member) of the Club in the right of the Club or on behalf of the members (or member) of the Club, unless otherwise provided by the laws of the Commonwealth of Virginia, shall be limited to One Hundred Dollars (\$100.00) for any damage assessed against an Officer or Director arising out of any single transaction, occurrence, or course of conduct pursuant to Section 13.1-870.1 of the Code of Virginia, as may be amended from time to time. However, pursuant to Section 13.1-870.1 (c) of the Code of Virginia, the liability of an Officer or Director shall not be limited as provided in this paragraph if the Officer or Director engaged in willful misconduct or a knowing violation of the criminal law or any federal and state securities law, including without limitation, any claim of unlawful insider trading or manipulation of the market or for-any security.
- (2) All of the rights, powers and limitations of indemnification provided under the laws of the Commonwealth of Virginia are incorporated by reference as a part of these Bylaws.

Section 4.18 Indemnification of Officers and Directors.

- (1) To the fullest extent permitted by the Virginia Non-Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, no Director or Officer of the Club shall be liable to the Club for monetary damages.
- (2) Any person now or hereafter a Director or Officer of the Club (and their heirs, executors and administrators) shall be indemnified by the Club against all claims, liabilities, judgments, settlements, costs and expenses, including attorneys' fees, imposed upon or reasonably incurred by them in connection with or resulting from any action, suit, proceeding or claim to which they are or may be made a party by reason of their being or having been a Director or Officer of the Club (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon them), except in relation to matters as to which they shall have been finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of their duties as such Director or Officer.
- (3) The Club shall also pay for or reimburse the reasonable expenses incurred by such Director or Officer in advance of the final disposition of the proceeding.
- (4) Such right of indemnification shall not be deemed exclusive of any rights to which they may be entitled under any Bylaw, agreement, vote of General Members, or otherwise.
- (5) The determination as to whether the Club shall indemnify such Director or Officer and/or whether the Club shall pay for or reimburse the expenses incurred by such Director or Officer shall be made by the majority vote of the Board at a meeting at which a quorum is

present, in which vote Directors who are parties to the proceeding may not vote, and whose presence shall not be counted in determining a quorum.

- (6) In order to be eligible to receive an advance or reimbursement of expenses pursuant to this Section, the applicable Director or Officer must furnish the Club with a written commitment, in form reasonably acceptable to Counsel, to repay the Club for any advance or reimbursement of expenses incurred if it is ultimately determined that the standard of conduct described in Section 13.1-876 of the Code of Virginia was not met.
- (7) The Board is hereby empowered, by majority vote of a quorum of disinterested Directors, to similarly cause the Club to indemnify or pay or reimburse expenses in advance to any person not specified in Paragraph (b) of this Section who was or is a party to any proceeding by reason of the fact that such person is or was an agent of the Club, to the same extent as if such person were specified as one to whom indemnification is granted in Paragraph (2).
- (8) The Club may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Section.
- (9) In the event there has been a change in the composition of a majority of the Board after the date of the Board' authorization to indemnify and reimburse or pay in advance costs incurred in connection with an alleged act or omission with respect to which indemnification is claimed pursuant to Paragraph (2) above, the revised Board shall remain bound by the previous Board' determination.
- (10) The provisions of this Section shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Section shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.
- (11) Reference herein to Directors, Officers or agents shall include former Directors, Officers and agents and their respective heirs, executors and administrators.

Section 4.19 Contracts.

- (1) Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Club, and such authority may be general or confined to specific instances.
- (2) Any contract entered into without such authorization shall not be considered a formal obligation of the Club, and any fiduciary responsibility contained in that contract shall be of the sole responsibility of the person entering into said contract, unless approved by an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present.

Section 4.20 Conflict of Interest and Transactions with Interested Parties.

- (1) For purposes of this provision, the term "interest" shall have the same meaning as defined in Section 4.4 of this Article.
- (2) A Director, Officer or Agent of the organization shall be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate.
- (3) Whenever a Director, officer or agent has a financial or personal interest in any matter coming before the board of directors:
 1. The interest of such officer, director or agent must be fully disclosed to the Board.

2. Any transaction in which a Director, Officer or Agent has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
3. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
- (4) A contract or other transaction between the Club and one or more of its Directors, officers, agents, or family members thereof (hereinafter "Interested Party"), or between the Club and any other entity, of which entity one or more Directors, officers, agents or trustees are also Interested Parties, or in which entity an Interested Party has a financial interest -- shall be voidable at the sole election of the Club if neither of the following provisions are satisfied:
 1. The material facts of the transaction and the Director's, officer's or agent's interest were disclosed or known to the Board or a committee of the Board and the Board or committee authorized, approved or ratified the transaction; or
 2. The transaction was fair to the Club.
- (5) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction, but shall not vote on any motion which authorizes, approves or ratifies such contract or transaction.

Section 4.21 Action by Consent.

Any action required or permitted to be taken at any meeting of the Board or any committee of the Board may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing, and the written consents are filed with the minutes of proceedings of the Board or committee.

Section 4.22 Waiver of Notice and Failure to Object.

- (1) Any notice otherwise provided for in this Article may be waived by the Director either prior to a meeting or after a meeting is held.
- (2) Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except, as otherwise provided in these Bylaws.
- (3) A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be deemed to have assented to the action taken unless such Director votes against, or abstains from, the action taken.

Section 4.24 End of Year Reports and Annual Dues Reimbursement

- (1) All Directors from the preceding term shall provide end of year reports to the Board in writing by October 31 of each year, in a format to be prescribed by September 15 of that year by the Board.
- (2) End of Year Reports shall be reviewed at the next regular meeting of the board following receipt and must be accepted by an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present at the time of receipt.
- (3) Directors shall receive a refund of the annual dues paid in the term that they served (minus any late fees, activity fees or any other monies paid), provided that:
 1. the Director attended no less than nine (9) regular monthly meetings during the term;
 2. the Director has submitted an End of Year report for the prior season that was accepted;
 3. the Board determines that doing so for all eligible Directors would not create an undue financial hardship for the Club.

Dated January 16, 2020

- i. If the Board votes not to reimburse eligible Directors from the prior term because it is believed that it will create an undue financial hardship, it will further agree to waive reimbursement for Directors for the current term.
 - 4. the Director has fulfilled their duties as outlined in Articles IV through VI herein;
and
- (4) If a Director elects to waive the reimbursement of his or her annual dues for a specific operating period, those dues will not be eligible for reimbursement at a later date.

ARTICLE V: OFFICERS

Section 5.1 General Powers.

- (1) All officers of the Club, as between themselves and the Club, shall respectively have such authority and perform such duties in the management of the property and affairs of the Club as may be determined by the Board.
- (2) Without prejudice to the powers conferred by statute, the articles of incorporation, or as otherwise stated in the bylaws, the board of directors shall have the power to adopt and amend policies for the Club. The policy manual shall be maintained separate and apart from the bylaws and will be reviewed and adopted annually.
 1. An affirmative vote of the majority of the Directors present at a meeting at which a quorum is present is required to adopt or amend policy.

Section 5.2 Number, Qualification and Designation.

- (1) The officers of the Club shall be the Executive Officers and such other officers as may be elected in accordance with the provisions of Sections 5.3 or 5.4 of this Article.
- (2) An officer may not hold more than one Executive Officer positions at one time. The President, Vice President and Secretary shall be natural persons of full age; the Treasurer may be a corporation, but if a natural person, shall be of full age.

Section 5.3 Election and Term of Officers

- (3) The election of new officers shall take place at the first meeting of the Board on September 1.
- (4) The officers of this Club shall be elected annually by the Board of Directors by an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present.
- (5) Each Officer shall hold office for one (1) year, except those elected pursuant to Section 5.4 of this Article, until his successor is elected and qualified, or until his earlier death, resignation or removal.

Section 5.4 Subordinate Officers, Committees and Agents.

- (1) The Board may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the Club may require, including one or more Assistant Secretaries and one or more Assistant Treasurers.
- (2) All such officers elected pursuant to this Section shall hold office until the next Annual Meeting and until his or her successor has been elected and qualified or until his or her earlier death, resignation, or removal.
- (3) All committees, employees or other agents appointed pursuant to this Section shall serve at the pleasure of the Board.
- (4) Each officer, committee, employee or agent elected or appointed pursuant to this Section shall have such authority and perform such duties as are provided in these Bylaws, or as the Board may from time to time determine.
- (5) The Board may delegate to any such officer or committee the power to appoint subordinate officers and to retain or appoint employees, other agents, or committees, and to prescribe the authority and duties of such subordinate officers, committees, employees and agents.

Section 5.5 *Duties of the President.*

- (1) The President shall be the Chief Executive Officer of the Club and shall have general supervision over the activities and operations of the Club subject, however, to the control of the Board. The President is Chairman of the Board and spokesperson of the Club.
- (2) The President shall sign, execute and acknowledge, in the name of the Club, deeds, mortgages, bonds, contracts or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Club and, in general shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him or her by the Board.
- (3) The President shall preside at all meeting of the Club and of the Board of Directors and shall be an ex-officio member of all committees.
- (4) The President shall have signature authority on the general fund and money market accounts of The Club.
- (5) The President shall communicate to The Membership at least on an annual basis prior to the completion of the operating season.
- (6) The President shall perform such other duties as customarily pertain to the office of the President, or as he may be directed to perform by resolution of the Board of Directors.

Section 5.6 *Duties of the Vice President.*

- (1) The Vice President shall perform the duties of the President in his or her absence and such other duties, as may from time to time, are assigned to him or her by the Board or the President.
- (2) The Vice President shall review sign, execute and acknowledge, in the name of the Club, deeds, mortgages, bonds, contracts or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Club if the President is not available to do so within 48 hours of request for signature by any director
- (3) The Vice President may have signature authority on the general fund and money market accounts of The Club.
- (4) The Vice President is Vice Chairman of the Board.
- (5) The Vice President shall perform such other duties as customarily pertain to the office of the Vice President, or as he may be directed to perform by resolution of the Board of Directors.

Section 5.7 *Duties of the Secretary.*

- (1) The Secretary shall record all the votes of the directors and keep and retain minutes of the meetings of the Board and of committees of the Board in a book or books to be kept for that purpose;
- (2) The Secretary shall see that notices are given and records and reports properly kept and filed by the Club as required by law;
- (3) The Secretary shall be custodian of the seal of the Club and see that it is affixed to all documents to be executed on behalf of the Club under its seal and in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board or the President.
- (4) The Secretary shall prepare and distribute an agenda prior to meetings.
- (5) The Secretary shall send out draft minutes of any regular meeting or special meeting of the Board within two (2) weeks of the conclusion of said meeting, or in any event within forty eight (48) hours any meeting of the Board scheduled subsequently
- (6) The Secretary shall provide the President with a list of unfinished business from the most recently concluded meeting of the Board

- (7) The Secretary shall maintain all official records of The Club with the exception of membership and financial records.
- (8) The Secretary shall perform such other duties as customarily pertain to the office of the Secretary, or as he may be directed to perform by resolution of the Board of Directors.

Section 5.8 *Duties of the Treasurer.*

- (1) The Treasurer shall have or provide for the custody of funds or other property of the Club and shall keep a separate bank account of the same;
- (2) The Treasurer shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Club
- (3) The Treasurer shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board may from time to time designate;
- (4) The Treasurer shall, whenever so required by the Board, render an account showing his or her transactions as Treasurer, and the financial condition of the Club
- (5) And, in general, the Treasurer shall discharge such other duties as may from time to time be assigned to him or her by the Board, or the President.
- (6) The Treasurer shall prepare an annual report of the Club, including all financial records, which shall be presented to the Board for inspection and approval. Said report is to be open for inspection by all members at the general meeting. Any member can request a reasonable current update of the Club's finances if said request is made in writing to the Treasurer and allows the Treasurer thirty (30) days to respond. The member is to pay for any expense occurred in obtaining said report that they so requested.
- (7) The Treasurer shall provide a Treasurer's Report at each regular or special meeting of the Board.
- (8) The Treasurer shall acknowledge receipt as soon as possible any request for redemption of a membership bond, providing the requestor details as to the financial status of the membership.
- (9) The Treasurer shall redeem membership bonds in accordance with Article II, Section 2.7 and notify the Chair of the Membership Committee of the disposition of any membership bonds redeemed.
- (10)The Treasurer shall provide to the Membership Chairman an accurate list of the financial status of all memberships on no less than a bi-weekly basis from May 1 until September 30
- (11)The Treasurer shall report monthly to the Board the status of any membership payments outstanding from pool opening in May to pool closing in September.
- (12)The Treasurer shall perform such other duties as customarily pertain to the office of the Treasurer, or as he may be directed to perform by resolution of the Board of Directors.

ARTICLE VI: COMMITTEES

Section 6.1 Committees

- (1) The Board may establish one or more Standing Committees, each committee to include one or more directors of the Club, and shall include (but is not limited to):
 1. Operations Committee;
 2. Buildings and Grounds Committee;
 3. Competitive Activities Committee; and
 4. Membership Committee
 5. Policy & Rules Committee
- (2) Committees shall act at the direction of the Board.
- (3) The chairman of each standing committee may establish such advisory sub-committees as he deems necessary.
- (4) The Board shall elect the chairman of all Standing Committees by the affirmative vote of the majority of the Directors present at a meeting at which a quorum is present, unless otherwise specified in these Bylaws.
- (5) The Board may establish such other special committees as in its discretion the Board deems appropriate.
- (6) All committee and sub-committee members shall be adult members of the Club and may be officers of other committees.
- (7) Individuals who are not Directors, including non-voting members, may also be allowed to serve on such committees.
- (8) All members of such committees serve at the pleasure of the Board.
- (9) The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board of any responsibility imposed by law.
- (10) Unless otherwise provided in the resolution of the Board designating a committee, the act of a majority of the committee members present and voting in a duly constituted meeting of the committee shall be the act of the committee.
- (11) Other rules governing procedures for meeting of any committee of the Board shall be established by the Board, or in the absence thereof, by the committee itself.

Section 6.2 Procedures

Each committee shall keep minutes of its proceedings and report such proceedings periodically to the Board (if applicable).

Section 6.3 Limitation.

A Director may not hold more than one office, including chairperson of a standing committee, at one time except by the affirmative vote of the majority of the Directors present at a meeting at which a quorum is present.

Section 6.4 Operations Committee

- (1) The Board shall establish an Operations committee whose chairman shall be a Director. Responsibilities of the Operations Chairman shall include:
 1. Arranging and supervising management contracts.
 2. Proposing, establishing and supervising rules for use of the Club's pool and recreational facilities, other than the tennis courts.
 3. Purchase and maintenance of recreational furniture and equipment.

4. Chemicals and supplies.
5. Conducting an inventory
6. Ensuring the maintenance of the pool facilities and all equipment therein, exclusive of the grounds within the outer fence
7. Maintaining all keys to facilities of The Club except for those maintained by the Buildings & Grounds Chairman
8. Ensuring that listing of the status of all memberships as provided by the Membership Chair is available to the Manager or Acting Manager of the pool at the pool front desk
9. Enforcing all rules of The Club with respect to use of the pool facilities
10. Performing such other duties as may be directed by resolution of the Board.

Section 6.5 *Buildings & Grounds Committee*

- (1) The Board shall establish a Building and Grounds committee, whose chairman shall be a Director. Responsibilities of the Buildings & Grounds Chairman shall include:
 1. Arranging and supervising construction, maintenance and repair of all Club recreational facilities and other real property not otherwise provided for in these Bylaws.
 2. Planning and supervising all landscaping.
 3. Development and maintenance of the natural state of all lands under Club Control.
 4. Development and maintenance of security fences and lighting.
 5. Ensuring the maintenance of the property of The Club outside of the inner fences of the pool and tennis facilities (i.e., inclusive of the grounds within the lower fence of the tennis facilities and the grounds within the outer fence of the pool facilities).
 6. Ensuring the maintenance of all aspects of the tennis facilities and all equipment therein, excluding the grounds within the lower fence.
 7. Maintaining all keys to the tennis courts, providing keys to the members paying for such keys and to the coaches of any Club sponsored tennis program (as required).
 8. Maintaining all keys to the tennis storage shed, providing keys to the coaches of any Club sponsored tennis program (as required)
 9. Proposing, establishing, and supervising rules for the use of the Club's tennis courts.
 10. Performing such other duties as may be directed by resolution of the Board.

Section 6.6 *Competitive Activities Committee*

- (1) The Board shall establish a Competitive Activities committee whose chairman shall be a Director. Responsibilities of the Competitive Activities Chairman shall include:
 1. Ensuring that the Board appoint a Team Representative to the Northern Virginia Swimming League, Inc. (NVSL), a Team Representative to the Northern Virginia Tennis League, Inc, and a Team Representative to the Northern Virginia Swimming League, Inc. Diving League annually by 31 October for the upcoming season, or as soon thereafter as practicable
 2. Ensuring that the Board establish the requirements for performance and reimbursement for each Team Representative annually by 31 October for the upcoming season, or as soon thereafter as practicable
 3. At the direction of the Board, ensuring that policies and procedures, where appropriate, are consistent across all youth athletic programs

4. Act as a liaison between the Board and the team representatives where appropriate
 5. Planning, arranging, and supervising the conduct of instruction, competitive contests and other organized recreational activities conducted on the Club's premises not covered as part of one of the youth athletic programs
 6. Ensuring that all youth athletic coaches are under contract to the Club, and that background checks are made at least on an annual basis for all Coaches involved in youth athletics (unless prohibited by law)
 7. Ensuring program compliance In the event that the Board of Directors, at its discretion, authorizes this Club to join and participate in the activities of the Northern Virginia Swimming League, Inc. and the Northern Virginia Tennis League, Inc.
 8. Performing such other duties as may be directed by resolution of the Board
- (2) In the event that a Director or Officer also serves as a team representative, the President (and in their absence, the Vice President) will provide approval of that's team's policies, procedures and practices
1. If a conflict of interest prevents the President (or in their absence, the Vice President) from performing this duty, the Board will select an alternate Director to serve in this capacity

Section 6.7 *Membership Committee*

- (1) The Board shall establish a Membership committee whose chairman shall be a Director. Responsibilities of the Membership Chairman shall include:
1. Maintaining correct and complete membership books and records to include, but not limited to, the record of names and addresses of members entitled to vote and the membership waiting list.
 2. Receiving applications for membership.
 3. Any other actions required by the Board of Directors and the regulations of this Club concerning membership.
 4. Making all offers of membership as provided for in Article II of these Bylaws
 5. Maintaining a Membership Application Waiting List in accord with Article II, Section 2.5 of these Bylaws, taking into account any memberships with an Inactive Status as defined in Article II, Section 2.9 of these Bylaws
 6. Maintaining a Membership Bond Redemption Request List in accord with Article II, Section 2.7 of these Bylaws
 7. Maintaining a list of memberships with an Inactive Status as defined in Article II, Section 2.9 of these Bylaws.
 8. Entering into membership bond payment installment agreements provided that
 - a. All installment payments meet the membership fee amount in full by April 30 of the membership's first operating season;
 - b. In the event that the membership bond fee is not paid in full by April 30 of the membership's first operating season, any payments made under the agreement shall be forfeit and the membership shall be terminated in accordance with Article II, Section 2.10; and
 - c. The Board is notified by the Membership Chair, in writing (by letter or email) of the terms of the payment plan prior to the next regular Board meeting following the entrance into any such plan.
 9. Reporting any notice of suspension and termination within 24 hours of notification to the affected membership to the Operations Chairman (from May 1 through September 30).

10. Providing a report at regular meetings of the Board, in summary form, of all contacts for membership, the status of any new memberships, and the status of all membership contracts not fully paid for.
11. Establishing a Social Activities subcommittee. Responsibilities of the subcommittee shall include:
 - a. Planning, arranging, and supervising all social activities (adult, teen, and pre-teen parties) of the Club not covered elsewhere by these Bylaws.
 - b. Coordinate with the Secretary to ensure adequate notice is provided for all Social Activities
 - c. Ensuring oversight of all activities relating to the snack bar
12. Performing such other duties as may be directed by resolution of the Board.

Section 6.8 *Policy & Rules Committee*

- (1) The Board shall establish a Policy & Rules committee whose chairman shall be a Director. Responsibilities of the Policy & Rules committee shall include:
 1. Annually review organizational policies and operating rules.
 2. Review bylaws and procedures as needed.
 3. Propose policy, rules, bylaws and procedures changes to the Board.
 4. Propose new policies, rules, bylaws and procedures to the Board.
 5. Interpret policies, rules, bylaws and procedures as requested by the Board.

ARTICLE VII: GENERAL PROVISIONS

Section 7.1 **Effective Date.**

These Bylaws become effective immediately when they are approved by the Board. They remain in effect until amended or repealed in the manner provided by this Article.

Section 7.2 **Operating Season.**

The operating season for the Club will start on May 1 and end on April 30 the following year.

Section 7.3 **Fiscal Year.**

The fiscal year for the Club will start on October 1 and end on September 30th the following year.

Section 7.4 **Deposits.**

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board may approve or designate and all such funds shall be withdrawn only upon checks signed by the Treasurer or other persons designated as the Board shall from time to time determine or as stated in these Bylaws.

Section 7.5 **Signatures and Disbursements.**

- (1) All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.
- (2) Any check over \$500.00 must be co-signed by the President or authorized by the Board.
- (3) If the Treasurer is unavailable for any reason, the Board may designate an Assistant Treasurer to sign checks under the Board's authorization.
- (4) The Board must approve all use of the line of credit in advance, except for emergency use which will require only the approval of the President (or Vice President in absence of the President).

Section 7.6 **Records.**

- (1) The Board shall ensure that correct and complete books and records of the Club are kept and preserved in a place of safekeeping, to include, but not limited to, the accounts of the Club, the minutes of meeting (accepted by the President and Secretary or by those acting in their places) and returns of elections of the members and Board of Directors; the record of the names and addresses of the members entitled to vote; the membership waiting list; and copies of the Articles of Incorporation, Bylaws, and amendments thereto.
- (2) The Board shall maintain records of all decisions. Decisions of the Board are a matter of record; however, individual voting records are neither maintained nor published. These records are available for review upon request of a member. Verbatim or topical records will not be maintained by the Secretary.
- (3) All books and records of the Club may be inspected by any voting members, or his attorney, for any proper purpose at any reasonable time.
- (4) The record of the names of members entitled to vote shall be prima facie evidence of the right to vote.
- (5) The Board shall maintain, at a minimum, a copy of the most current fully executed membership agreement for each member that has terminated or been expelled.
- (6) Requests to review records will be administered in accordance with the Club's RECORDS REVIEW POLICY (incorporated into these bylaws as "ATTACHMENT B").

Section 7.7 Fiscal Planning.

Each year before the start of the Club's operating season the Board will formulate a fiscal plan. The plan will include a projection of disbursements and revenues.

Section 7.8 Dissolution.

Should the corporation dissolve, Club funds will be distributed in the following manner:

- (1) The Club will first attempt to pay off all external debts and obligations;
- (2) If funds remain after that, the Club will redeem membership bonds at the price which they were purchased (but on a prorated basis if funds are lacking to redeem all of them in full);
- (3) Any funds that remain after that will be deemed "excess proceeds" and distributed evenly among all Full Member memberships in good standing per Section 2.6, including those that joined via initiation fee, but NOT including members who are in Inactive Status per Section 2.9 and those who have submitted a bond redemption request under Section 2.7. Members who are on the bond redemption list will only receive the bond redemption per 7.8(2) above.

Section 7.9 Notice.

- (1) Wherever the words "notice", "written notice", "notice in writing", or words to that effect are used, the same shall be construed to mean both the plain meaning of the words and also electronic transmissions, including facsimile, telegram, Telex, cable, or internet communications.
- (2) A membership shall designate a person to receive such notice, including the address and method by which the notice is to be sent and this information shall be forwarded to the Secretary of the Club.
 1. Failure to provide this information shall constitute waiver of notice.
 2. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting.
- (3) If a method other than internet communication is designated by a membership, the Board may, at its discretion, impose an additional fee in accordance with Article II, Section 2.13.
 1. The fee will be applicable to all memberships that elect a method other than internet communication.
 2. This fee shall be set annually by the Board.
- (4) Official communication on behalf of the club must be conducted using an email address from okmpool.com or another club affiliated domain

Section 7.10 Gender Neutral.

As used in this Agreement, the masculine, feminine or neuter gender, and singular or plural, shall be deemed to include the others whenever and wherever the context so requires.

Section 7.11 Amendments.

- (1) Interim amendments to these Bylaws may be adopted by the affirmative vote of the majority of the Directors present at a meeting at which a quorum is present at a duly held meeting of the Board. Such amendments shall remain in effect for all purposes unless rejected by a vote of the majority of the members in good standing who are present and voting at the next annual or special meeting of the Club at which a quorum is present.
- (2) Proposed amendments to these Bylaws may be adopted by an affirmative vote of the majority of the members in good standing who are present and voting at the next annual or special meeting of the Club at which a quorum is present provided that the following procedure has been followed:

1. Proposed amendments for consideration by the membership shall be initiated by petition which sets forth the proposed amendment and is signed by ten percent (10%) of the full members of the Club; and
 2. Each proposed amendment that originates by petition must be submitted to the Board at least thirty (30) days before the next annual or special meeting of members.
 3. The Board may provide its recommendation or comment on any proposed amendment. Any one proponent of an amendment by petition may include a statement of five hundred (500) words or less in support of the proposed amendment.
- (3) A copy of all proposed and interim amendments must be made available to each member at least fourteen (14) days before any annual or special meeting at which the amendments are to be considered.

Section 7.12 Establishment of Annual Dues.

The Board shall establish and communicate to the membership a schedule of annual dues no later than April 1 of each calendar year.

Section 7.13 Payment of Annual Dues.

Annual dues must be paid by the date established by the Board.

Section 7.14 Penalties.

The Board shall impose penalties for late payment or non-payment of annual dues as described in Article II, Section 2.13, Paragraph (b).

Section 7.15 Special Assessments.

- (1) In an emergency, the Board may impose a special assessment on all Full Members (except as noted below) for the purpose of maintaining or repairing existing facilities.
 1. Bondholders that have requested a membership bond fee redemption prior to the imposition of the special assessment shall be exempt from the special assessment.
 2. Members on Inactive Status prior to the imposition of the special assessment shall be exempt from the special assessment.
 3. If a membership bond redemption request is cancelled or Inactive Status is reversed (to go active) within one year of a special assessment being imposed (or if a multi-year assessment is in effect), the Board may, at its discretion, impose the special assessment on the membership in question.
 4. A member shall be informed about any special assessments that they would be subject to prior to cancelling a membership bond redemption request or switching Inactive Status to active.
- (2) The Board may not impose a special assessment on all Full Members to raise funds for construction or expansion unless –
 1. The Board calls a Special Meeting for the express purpose of discussing and approving the assessment; and
 2. A majority of the Club members present and voting at the meeting approves the assessment.

ATTACHMENT A: CODE OF CONDUCT FOR DIRECTORS, COMMITTEE MEMBERS & AGENTS

The Board of Directors of the Old Keene Mill Swim & Racquet Club, Inc. (hereinafter referred to as “Club”) have adopted the following ethics policy for its board members, committees and agents. This policy is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

A. BOARD RESPONSIBILITIES.

The general duties for directors are to enforce the Club’s governing documents, collect and preserve the Club’s financial resources, insure the Club’s assets against loss, and keep the common areas in a state of good repair. To fulfill that responsibility, directors must:

- regularly attend board meetings,
- review material provided in preparation for board meetings,
- review the Club’s financial reports,
- make reasonable inquiry before making decisions, and
- perform their duties without bias for or against any individual or group of members.

B. PROFESSIONAL CONDUCT.

In general, directors, committee members and agents must conduct all dealings with vendors and employees with honesty and fairness, and safeguard information that belongs to the Club.

1. Self-Dealing. Self-dealing occurs when directors, committee members or agents make decisions that materially benefit themselves or their relatives at the expense of the Club. “Relatives” include a person’s spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and/or anyone who shares the person’s residence. Benefits include money, privileges, special benefits, gifts or other item of value. Accordingly, no director or committee member may:

- make promises to vendors unless with prior approval from the board,
- solicit or receive, any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who has or is seeking to have a business or financial relationship with the Club,
- seek preferential treatment for themselves or their relatives,
- use Club property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the Club.

2. Confidential Information. Directors, committee members and agents are responsible for protecting the Club's confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director or committee member may disclose confidential information. Confidential information includes, without limitation:

- private personal information of fellow directors, committee members and agents,
- private personnel information of the Club's employees, contractors and agents,
- private personnel information of the Club's members,
- disciplinary actions against members of the Club,
- assessment collection information against members of the Club, and
- legal disputes in which the Club is or may be involved--directors may not discuss such matters with persons not on the board without the prior approval of the Club's general counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information.

3. Misrepresentation. Directors, committee members and agents may not knowingly misrepresent facts. All Club data, records and reports must be accurate and truthful and prepared in a proper manner.

4. Interaction with Employees, Contractors and Agents. To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, committee members and directors shall observe the following guidelines:

- The Operations Chair shall serve as liaison between the board and pool management and provide direction on day to day matters, unless otherwise indicated by the bylaws, rules or by a majority vote of the board.
- Except for the Operations Chair or the President of the Board, committee members and directors may not give direction to pool management or pool management employees unless otherwise indicated by the bylaws, rules or by a majority vote of the board.
- Directors may not contact pool management after hours unless there is an emergency representing a threat of harm to persons or property.
- If directors, committee members or agents are contacted by anyone with complaints, the person shall be instructed to contact a pool management employee (if it relates to a matter involving the daily operation of the pool) or the board as a whole.
- No director may threaten or retaliate against a pool management employee who brings information to the board regarding improper actions of a director or committee member.
- Directors, committee members and agents are prohibited from harassing or threatening employees, vendors, pool management employees, directors, committee members, agents and owners, whether verbally, physically or otherwise.

5. Proper Decorum. Directors, committee members and agents are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors, committee members and agents must focus on issues, not personalities and conduct themselves with courtesy toward each other and toward employees, pool management employees, managing agents, vendors and members of the Club. Directors shall act in accordance with board decisions and shall not act unilaterally or contrary to the board's decisions.

C. WHEN CONFLICTS OF INTEREST ARISE.

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors, committee members and agents should immediately raise such situations with the board. If appropriate, the board will seek guidance from the Club's legal counsel.

1. Disclosure & Recusal. Directors, committee members and agents must immediately disclose the existence of any conflict of interest, whether their own or others. Directors, committee members and agents must withdraw from participation in decisions in which they have a material interest.

2. Violations of Policy. Directors, committee members and agents who violate the Club's ethic's policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to immediate disciplinary action, including, but not limited to:

- censure,
- removal from committees,
- removal as an officer of the board,
- request for resignation from the board,
- recall by the membership, and
- legal proceedings.

Prior to taking any of the actions described above, the board shall appoint an executive committee to investigate the violation. The committee shall review the evidence of violation, endeavor to meet with the director/committee member believed to be in violation, confer with the Club's legal counsel, and present its findings and recommendations to the board for appropriate action. The board shall endeavor to meet with the director/committee member in executive session prior to imposing disciplinary action against that person.

D. PLEDGE.

I have read the **CODE OF CONDUCT FOR DIRECTORS, COMMITTEE MEMBERS & AGENTS**, and hereby pledge to act in accordance with my obligations as described above.

Dated January 16, 2020

Signature: _____ Date: _____

Print name: _____

ATTACHMENT B: RECORDS REVIEW POLICY

1. **Making the Request:** All requests must be directed to Club Secretary (or their designee)
 - a. Requests may be submitted either:
 - i. by Postal Mail: OKMSRC, P.O. Box 197, Burke, VA 22009; or
 - ii. by Email: secretary@okmpool.com
 - b. Verbal requests or hand delivered requests will not be accepted
 - c. A "Request to View Records" form must be completed and include:
 - i. the name and membership number of the requester;
 - ii. the date of the request;
 - iii. a detailed description of the record being requested; and
 - iv. a detailed statement regarding the purpose of the request.
2. **Request Acknowledgement:** The Club Secretary (or their designee) will respond to all requests to review records within five (5) business days.
 - a. A response to may include:
 - i. notifying the requester that the records are available for review;
 - ii. acknowledging the request in writing and providing a reasonable estimate of the time the Club will require to respond to the request
 1. Where at all possible, the Club Secretary will attempt to fulfill the records review request within thirty (30) business days of receipt of said request
 2. Subsequent modifications to the request on the part of the requester will require a re-evaluation of the fulfillment date and may result in a new fulfillment date being established.
 - iii. seeking clarification from the Requester;
 - iv. identifying the physical location or internet site where the records are available to the member; or
 - v. denying the records request in accordance with Section 7 of this policy.
 - b. At that time, the requester will be provided a Request ID
 - i. The Request ID will be in the following format: YYYYMM-Request No. (ex. 200203-01)
 - ii. The Request ID should be on all correspondence going forward
3. **Review location:** Records will be available for review at:
 - a. A location mutually agreed to by the Club and the Requester; or
 - b. At the offices of the Club's attorney.
 - c. Reviews will occur at a time convenient to the requester and the Club.
 - i. Each party may reschedule the review a total of two (2) times each.
 - ii. A reschedule request must be submitted by email with at least twenty four (24) hours' notice.
 1. If a review is not attended by a requester (and was not rescheduled) the Club may deem the request abandoned and stop fulfilling the remainder of the request.

2. If a review is rescheduled by a requester more than two (2) times, the Club may deem the request abandoned and stop fulfilling the remainder of the request.
 3. Records associated with an abandoned request may not be requested by the same requester a period of one hundred and eighty (180) days from the date of abandonment.
4. **Copies:** No copies will be provided unless in response to a court order, or approved in advance by the Club's Board of Directors
 - a. Requests for copies must include the address where copies are to be mailed, if copies are requested (or an email address to mail scanned versions).
 - b. Requests for copies will not be approved or fulfilled without an in-person review of the records occurring first, unless otherwise authorized by the Club's Board of Directors.
5. **Installments:** When a records request is for a large volume of records, the Club may elect to provide records on an installment basis. If a Requester does not contact the Club within ten (10) business days to arrange for the review of the first installment, the Club may deem the request abandoned and stop fulfilling the remainder of the request.
6. **Non-response:** If the Club does not respond in writing within five (5) business days of receipt of the review request, the requester shall be entitled to consider the request denied and petition the Club President as provided in Section 9 of this policy.
7. **Exemptions:** Records or portions of records may be withheld from disclosure under Virginia law. These exemptions from disclosure may include:
 - a. **Records of Individual Members.** Any record related to specific individuals other than the requester that is not related to the operation and/or administration of the Club (or its related activities) as interpreted by the Club's Board of Directors, is exempt from disclosure.
 - b. **Records Related to Closed or Executive Sessions of the Board of Directors.** Due to the sensitive and confidential nature of the discussions therein, records associated with Closed or Executive sessions of the Board of Directors may be withheld from review unless accompanied by a court order.
 - c. **Other Exemptions.** Records falling into any exemption recognized by Virginia statute, or otherwise under local, state or federal law, may be withheld from review.
8. **Third Party Rights.** If a record contains personal information that identifies any individual or organization other than the subject or requester of the record review, the Club may, at its discretion, notify that individual or organization to allow the third party to seek relief. The Club may take into account any such third-party notification, including the time necessary for any request for injunction or other relief to be resolved, in providing an estimate for when the records will be available. Nothing in this policy is intended to create any third-party right to notice of records requests.
9. **Denials of requests:** Any person objecting to any form of denial of a records review request may petition for review of such decision by submitting in writing a petition to the Club President, including a copy or reasonably identifying the statement denying the records review request. The Club President shall review the petition and respond in writing within ten (10) business days. Upon review by

the Club President, should the record further be considered exempt in accordance with Section 7 of this policy, the request shall be considered concluded.

- 10. Charges:** No fee is charged for the review of records; however, fees for the preparation of paper or electronic copies will be charged in accordance with the following schedule:
 - a. Ordinary black-and-white copies of documents will be provided at a charge of ten (10) cents per page.
 - b. Postage and shipping fees, including containers, will be charged if copied material must be mailed.
 - c. Document scans will be charged at twenty five (25) cents per page produced in electronic format.
 - d. Any color or non-standard copies or items will be provided at actual cost, including the labor charge for staff time necessary for making such copies, at a rate of \$14.50 per hour, with a minimum charge of one (1) labor hour.
 - i. For example, copying photographs, maps, or large architectural or engineering drawings may require special treatment and incur charges for non-standard copying.
 - e. Staff time necessary for loading electronic records onto a disc or into an email will be charged at actual cost calculated at the rate of \$14.50 per hour, with a minimum charge of one (1) labor hour.
 - f. At its discretion, the Club may, as a condition of fulfilling the request, require the Requester to make a deposit up to ten percent (10%) of the estimated costs of fulfilling the request. If records are being produced and released in an installment basis, the Club may charge for each installment.
 - g. At its discretion, the Club may elect to waive these fees. Fees may generally be waived when the expense of billing exceeds the cost of copying and postage.
 - h. If charges related to copying and preparation have not been paid by the Requester, the Club may withhold the relevant records until outstanding fees are paid by the Requester.
- 11. Loss of right to review:** Review shall be denied, and the records withdrawn if the requester, when reviewing records, acts in a manner which violates this Policy, will damage or substantially disorganize the records or interfere excessively with other essential functions of the Club.
- 12. Law Enforcement Requests:** When law enforcement authorities request records related members or club operations, the Club will make every reasonable effort to comply.
- 13. Board agendas:** The current month's Agenda for the Board of Directors may be available for review:
 - a. on the Club's public website;
 - b. during all board meetings; or
 - c. All agendas, resolutions and adopted minutes of previous meetings of the Board of Directors are available for review by following the procedures outlined in this policy.
- 14. Closing the request:** Once all requested records have been provided to the requester, the requester has reviewed the requested records, or the requester has failed to contact the Club to arrange for the review of those records or for payment for copies, the Club shall close the records request.

- 15. Index of public records:** The Club finds that it would be unduly burdensome and would interfere with Club operations to maintain an index of records. The Club will make available for member disclosure all indices which may at a future time be developed for Club use.
- 16. Severability:** If a provision of this policy is or becomes illegal, invalid, not applicable or unenforceable in any jurisdiction or capacity, that shall not affect:
- a. the validity, applicability or enforceability in that jurisdiction of any other provision of this Agreement; or
 - b. The validity, applicability or enforceability in other jurisdictions of that or any other provision of this policy.
- 17. Waiver:** The Club's delay or failure to enforce any of the provisions of this policy does not waive any right to do so at any time.
- 18. Disclaimer of liability:** Neither the Club nor any officer, employee, official or custodian shall be liable, nor shall a cause of action exist, for any loss or damage based upon a release of records if the person releasing the records acted in good faith in attempting to comply with this policy.

REQUEST TO REVIEW RECORDS

The following form must be completed whenever any member of the Club requests to review official records in accordance with Article VII, Section 7.6 of the Amended and Restated Bylaws of Old Keene Mill Swim and Racquet Club. Persons required to complete this form include Members (including Board Members) and persons awaiting a membership bond refund.

Date of Request: _____ Anticipated Fulfillment Date: _____

Name of Requestor: _____

Requestor's Membership No.: _____

Reason for Request:

Description of Records Requested to be reviewed:

I have reviewed and agree to abide by the records request process. Furthermore, except as may be required by law, I understand that myself, my attorneys, and any person acting by, through, under or in concert with me shall keep confidential and not disclose the information provided and/or reviewed in connection with this request, to any individual or entity.

Signature: _____ Date: _____

Print Name: _____

Dated January 16, 2020

Attended by:

Signature: _____ Date: _____

Print Name: _____

Signature: _____ Date: _____

Print Name: _____

Request ID: _____

APPENDIX: RECORD OF BYLAWS CHANGES

Interim Amendment: Adopted by the affirmative vote of the majority of the Directors present at a meeting at which a quorum is present at a duly held meeting of the Board.

Proposed Amendment: Adopted by an affirmative vote of the majority of the members in good standing who are present and voting at the next annual or special meeting of the Club at which a quorum is present.

In Accordance with Article VII, Section 7.11, the Bylaws were amended as follows:

Article	Section	Add, Delete or Change	Interim or Proposed	Date Adopted	Meeting Type (Annual, Special, BOD)
ALL	ALL	Initial Adoption	Proposed	7/25/2011	Annual
II	2.3.2.1.c	Change	Interim	7/24/2014	Annual
II	2.3.2.2.b	Add	Interim	7/24/2014	Annual
II	2.3.2.4.f	Change	Interim	7/24/2014	Annual
II	2.3.2.4.h	Add	Interim	7/24/2014	Annual
II	2.10.4.1	Add	Interim	7/24/2014	Annual
II	2.10.4.2	Add	Interim	7/24/2014	Annual
II	2.15	Add	Interim	7/24/2014	Annual
III	3.1.3	Change	Interim	7/24/2014	Annual
III	3.2.2.3	Change	Interim	7/24/2014	Annual
III	3.6	Change	Interim	7/24/2014	Annual
IV	4.4	Change	Interim	7/24/2014	Annual
IV	4.6.5	Change	Interim	7/24/2014	Annual
IV	4.6.8	Add	Interim	7/24/2014	Annual
IV	4.10.1	Change	Interim	7/24/2014	Annual
IV	4.10.2	Change	Interim	7/24/2014	Annual
IV	4.10.3	Change	Interim	7/24/2014	Annual
IV	4.10.6	Change	Interim	7/24/2014	Annual
IV	4.10.7	Add	Interim	7/24/2014	Annual
IV	4.12	Change	Interim	7/24/2014	Annual
IV	4.13.2	Add	Interim	7/24/2014	Annual
IV	4.14	Change	Interim	7/24/2014	Annual
IV	4.15.1	Change	Interim	7/24/2014	Annual
IV	4.15.3	Change	Interim	7/24/2014	Annual
IV	4.15.4	Change	Interim	7/24/2014	Annual
IV	4.15.5	Add	Interim	7/24/2014	Annual

IV	4.15.6	Add	Interim	7/24/2014	Annual
IV	4.20	Change	Interim	7/24/2014	Annual
IV	4.24.1	Change	Interim	7/24/2014	Annual
IV	4.24.3	Change	Interim	7/24/2014	Annual
VI	6.6	Change	Interim	7/24/2014	Annual
VII	7.6.6	Add	Interim	7/24/2014	Annual
VII	7.9.4	Add	Interim	7/24/2014	Annual
Attachment A		Add	Interim	7/24/2014	Annual
Attachment B		Add	Interim	7/24/2014	Annual
All	All – Changes incorporated and Numbering re-synchronized	Change	Interim	7/24/2014	Annual
II	2.10	Change	Interim	9/27/2016	
II	2.16	Add	Interim	9/27/2016	
V	5.1	Change	Interim	9/27/2016	
VI	6.1	Change	Interim	9/27/2016	
VI	6.8	Add	Interim	9/27/2016	
VII	7.3	Change	Proposed	1/24/2018	Annual
II	2.1 (4)	Change	Proposed	1/24/2018	Annual
II	2.1(2)1	Change	Proposed	1/24/2018	Annual
II	2.1(3)1	Change	Proposed	1/24/2018	Annual
II	2.1 (4)	Change	Proposed	1/24/2018	Annual
II	2.3(2)1	Change	Proposed	1/24/2018	Annual
II	2.3(2)2	Change	Proposed	1/24/2018	Annual
II	2.3(2)3	Change	Proposed	1/24/2018	Annual
II	2.3(2)4	Change	Proposed	1/24/2018	Annual
II	2.3(2)1.c	Change	Proposed	1/16/2020	Annual
II	2.4(3)	Change	Proposed	1/16/2020	Annual
II	2.7(1)	Change	Proposed	1/16/2020	Annual
II	2.7(2).1, 2, 2a, 3	Change	Proposed	1/16/2020	Annual
II	2.9(7), (8)	Add	Proposed	1/16/2020	Annual
II	2.11(1), (2)	Change	Proposed	1/16/2020	Annual
VII	7.8 (1), (2), (3)	Add	Proposed	1/16/2020	Annual
VII	7.15 (1).1, 2, 3, 4	Change	Proposed	1/16/2020	Annual
VII	7.15 (2)	Change	Proposed	1/16/2020	Annual