

Wembly Swim and Racquet Club

1311 Gaskins Road
Richmond, Virginia 23238



By-Laws of Wembly Swim & Racquet Club

Approved: February 6, 2024

Article I-Name

The name of the corporation is Wembly Swim & Racquet Club. The principle office of the corporation shall be located at 1311 Gaskins Road, Richmond, Virginia 23238.

Article II-Definitions

1. **“Club”** shall mean and refer to Wembly Swim & Racquet Club, its successors and assigns.
2. A **“household”** shall include each individual adult, child or other family member or person who resides at the household’s residence and is dependent on, responsible for or contributes to the financial support of one or more of the other persons in the household. A dependent individual who does not live at the household’s residence for any portion of a year for the purpose of attending college, school or other educational program, or an assisted living facility shall be a member of the household. The status of any person who is not related by blood, marriage, adoption or legal guardianship to a member of a household shall be determined by the Board of Directors.
3. A **“membership”** shall mean a household entitled to apply for membership who has met all requirements for membership and has been approved by the Board.
4. The **“Board”** shall mean the Board of Directors of Wembly Swim & Racquet Club.

ARTICLE III–Membership

Section 1. Certificates of Membership

1. Membership shall be available and extended equally to all who meet the requirements of the Club. When necessary, the Board shall maintain a waiting list of applicants for membership and shall consider applicants in the order in which they submitted interest to the Club.
2. A membership in good standing refers to a person or family in a single household who has met the membership qualifications by:
 - a. Paying the required initiation fee (recorded by The Board) and

- b. Paying annual dues on or before May 1st and any fees, as applicable (ex. late fees) by the designated deadline.
3. Membership is not transferable.
4. Membership shall confer the right to vote in the affairs of the Club put forth by the Board. Each membership is entitled to one (1) vote.
5. Subject to the rules and regulations put forth by the Board, a member in good standing shall have the privilege to use the Club's recreational facilities in common with other members, their invitees, and such other persons authorized by the Board.
6. Membership shall automatically terminate upon the failure to pay in full all dues and assessments by May 1 of each year. For mailed payments, postmark date of May 1 shall constitute compliance with this stipulation. Should such terminated member or members wish to reinstate their membership after May 1, they will be allowed to do so only if there are memberships available at the time the terminated member reapplies for admission and only upon payment in full of all outstanding dues and assessments, including a late charge as established by the Board. When the member is eligible for reinstatement, they must pay all outstandings in full.

Section 2. Expulsion of a Member

1. A membership may be rendered null and void for cause after the exhaustion of remedies detailed in Article VII Section 4 and Article IV Section 8 by a majority or greater affirmative vote of the Board.
2. Prior to any such action, the Board shall mail a registered notice of the proposed action to the member. The member then has five days from receipt of the notice to file a written reply with the Board. The Board shall then consider the reply and vote on a final decision. If a vote to terminate membership is reached, notice of the final termination shall be sent to the member by registered mail return receipt.
3. Membership fees are forfeited for expelled members (no refunds will be made).

Section 3 Membership Privileges

1. Members of the Club may use the swimming pool and related facilities upon receipt of all owed fees.
2. For members providing daycare to children, the children shall be considered as guests in that they may only use the facilities when in the presence of a member on the membership they're assigned to.
3. Members are responsible for their guests, including ensuring they abide by all Rules & Regulations.

Article IV–Member Duties and Dues

Section 1. Members' Duties

1. Each member of the Club shall have responsibilities in helping to maintain the quality of the pool environment and related facilities.
2. When at the Club, each member is expected to monitor facility and grounds use against the Club's rules and regulations and clean up after themselves.
3. Annual Rules and Regulations, if amended, will be mailed or emailed each spring by the Board before annual dues are required to be paid.

Section 2. Annual Dues, Assessments and Fees

1. Each year, the Board shall review and fix the amount of the membership fees payable by new members. The new membership fee may consist of a non-refundable initiation fee or a non-refundable fee.
2. Each year, the Board shall review and fix the dues payable by returning members in good standing. Returning dues shall be due on the 1st day of May each year and the Board shall give written notice to each member of the amount of the dues and the due date no later than the 15th date of March of each year. The Board shall not increase the annual dues by an amount in excess of ten percent (10%) of the dues for the preceding year without the approval of the members.
3. The Board may prorate the annual dues of a member who is admitted to membership during the pool calendar year of the Club in the following manner:
 - a. The twenty-five percent (25%) reduction from July 16th to August 31st
 - b. Fifty percent (50%) reduction from September 1st to December 31st

Section 3. Non-payment of Dues, Assessment and Fees

1. Facilities of the Club will not be available to members 15 days in arrears of any fees, or dues, or assessments.

Article V Meeting of Members

Section 1 Annual Meeting

1. The Annual Meeting of the members shall be held in October of each year at a time and place designated by the Board.
2. Special meetings of the members may be called at any time by the Board upon request by one-tenth (1/10) of the members.
3. Written notice of the Annual Meeting of the members shall be given by the Board no less than fifteen (15) days, not more than fifty (50) days before each meeting, to each member, addressed to the members' address (physical or digital) last appearing on the Club's records. The notice shall specify the place, date and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.
4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-twentieth (1/20) of the votes of the membership shall constitute a quorum for any action except as provided in the Articles of Incorporation. If a quorum shall not be present or represented at any meeting, the members entitled to vote shall have the power to adjourn the meeting, until a quorum shall be present or represented.
5. At all meetings, members may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Club. Every proxy shall be revocable and shall automatically terminate sixty (60) days after date or upon succession of membership.

Article VI Board of Directors

Section 1. Nominations and Election of the Board of Directors

The affairs of the Club shall be managed by the Board which shall consist of nine (7)) members who shall be elected by and from the membership to serve three (3) year terms. The terms of the members of the Board shall be staggered so that terms of three (3) directors end and three (3) new directors are elected each year.

In lieu of a meeting, the directors shall have the right to take any action which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as if taken at a meeting of the directors.

Section 2. Removal of Officer or Directors

Any director may be removed from the Board with or without cause by a majority vote of the membership of the Board. In the event of death, resignation or removal of a director, their successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.

Section 3. Compensation

Except as provided in Article IX. Section 1. no director shall receive compensation for any service they may render to the Club as a director but may be reimbursed for actual and approved expenses incurred in the performance of their duties.

Section 4. Enforcement of Rules

It is the responsibility of the Board of Directors to support the enforcement of the Club's Rules & Regulations in order to ensure the safety and quality of experience of members and their guests. The Board shall investigate complaints from members, guests, and community members and shall have authority to levy assessments against rule violators according to the following progressive schedule.

1st violation: Verbal notification of the violation to the membership holder.

2nd violation: Written notice of rule violation to the member responsible and warning of potential fine for subsequent rule violations.

3rd violation: The Board may levy up to a \$50 assessment against the member responsible, due and payable upon receipt of the billing from the Board. Prior to making a decision about the assessment, the offending member(s) shall appear before the Board in a special Board meeting to discuss the issue(s) involved. The Board shall notify the member of the meeting in writing by registered mail. If the member fails to appear before the Board as requested, the Board will make its decision regarding the assessment based on the information it has available. The member so assessed, and their family, shall be denied pool privileges until such assessment is paid. The Board shall notify the member that any future rule violations may, at the Board's discretion, result in expulsion of membership.

4th violation: At the Board's discretion, and following a special meeting of the Board at which the member's presence will be requested, expulsion of membership according to the rules set forth in Article III, Section 2 of these By-laws.

The record of pool rule violations shall begin anew for each member at the beginning of each pool session. Progressive warning prior to imposition of assessments or termination may be waived at the Board's discretion in the case of willful vandalism of pool property or intentional personal injury to another. The Board, depending upon the severity of violation involved, may determine (by a majority vote) whatever appropriate action is required including assessment of the cost to repair damages plus a \$50 fee. Such action shall be taken only after a special Board meeting at which the responsible member shall be invited to discuss the issues and make restitution for damages.

Article VII Meeting of Directors

Regular meetings of the Board shall be held monthly or at such other intervals as the Board may deem necessary.

Special meetings of the Board shall be held when called by the President of the Club, or by any three (3) directors, after not less than three (3) days' notice to each director. Presence at a meeting shall constitute a waiver of notice.

A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision by a majority of the directors at any meeting at which a quorum is present shall be the act of the Board.

Article IX Powers and Duties of the Board of Directors

Section I The Board shall have the power to:

1. adopt and publish rules and regulations governing the use of the swimming pool and related facilities, the conduct of persons entitled to use them, and to establish penalties, including suspension of the privilege to use the swimming pool and related facilities for periods not exceeding seven (7) days, for the infraction thereof;
2. suspend after notice and hearing, a member's privilege to use the Club's recreational facilities for a period not to exceed forty-five (45) days for commission of an act detrimental to the Club. A member shall have the right to be present at the meeting of the Board at which their suspension is considered. A member shall not be entitled to a refund of all or any part of their dues or initiation fee in the event of suspension.
3. establish procedures for application for membership and the processing of such applications;
4. exercise for the Club all powers, duties and authority vested in or delegated to their Club and not reserved to the membership by law, these By-Laws or the Articles of Incorporation
5. declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular or special meetings of the Board;
6. employ such employees as they deem necessary and to prescribe their duties;
7. with the approval of a majority of the members present or by proxy at a meeting called for such purpose, pledge, diem or encumber the real estate owned by the Club; and
8. Discount the dues of each serving Board member as it may deem available and fair.

Section 2 It shall be the duty of the Board to:

1. keep a complete record of all its acts and corporate affairs and to present a financial statement to the members at the Annual Meeting of the members, or at any special

meeting when such statement is required in writing by one-tenth (1/10) of the members who are entitled to vote;

2. supervise all officers, agents and employees of the Club, and to see that their duties are properly performed;
3. fix the amount of annual dues to be paid by each member and send written notice thereof to each member no later than March 15th of each year;
4. Issue upon request by any member, record setting forth whether or not any dues or fees have been paid. If a Board-issued record states an assessment has been paid, such record shall be conclusive evidence of such payment;
5. procure and maintain liability and hazard insurance on the swimming pool and other property owned or leased by the Club in such amounts as are deemed appropriate; and
6. cause the swimming pool and surrounding area to be properly maintained.
7. adopt and publish rules and regulations governing the use of the swimming pool and related facilities, the conduct of persons entitled to use them, and to establish penalties, including suspension of the privilege to use the swimming pool and related facilities for periods not exceeding seven (7) days, for the infraction thereof;
8. suspend after notice and hearing, a member's privilege to use the Club's recreational facilities for a period not to exceed forty-five (45) days for commission of an act detrimental to the Club. A member shall have the right to be present at the meeting of the Board at which his suspension is considered. A member shall not be entitled to a refund of all or any part of his dues or initiation fee in the event of suspension.
9. establish procedures for application for membership and the processing of such applications;
10. exercise for the Club all powers, duties and authority vested in or delegated to this Club and not reserved to the membership by law, these By-Laws or the Articles of Incorporation
11. declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular or special meetings of the Board;
12. employ such employees as they deem necessary and to prescribe their duties;
13. with the approval of a majority of the members present or by proxy at a meeting called for such purpose, pledge, diem or encumber the real estate owned by the Club; and
14. waive the dues of the President, Executive Secretary and Treasurer and the chairman of such committees as it may deem available and fair.

Article X Officers and Their Duties

1. The offices of this Club shall be a president, who shall be a member of the Board, a vice-president, an executive secretary, and a treasurer, who shall be members of the Board and such other officers as the Board may from time to time elect.

2. The election of officers shall take place as the first meeting of the Board following up each annual meeting of the members.
3. The officers of the Club shall be elected annually by the Board and shall hold office for one (1) year unless they shall sooner resign, be removed, or otherwise become disqualified to serve.
4. The Board may elect such other officers as the affairs of the Club may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
5. Any Director may be removed from the Board with or without cause by a majority vote of the Board. Any Director may resign at any time by giving written notice to the Board, the President or the Executive Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein.
6. A vacancy in any office may be filled by election by the Board. The officer elected to fill such vacancy shall serve for the remainder of the term of the Director they replace.

Section 2 The duties of the officers are as follows

- a. President:
 - i. The president shall preside at all meetings of the Board
 - ii. shall see that orders and resolutions of the Board are carried out
 - iii. shall sign all leases, mortgages, deeds and other written instruments.
- b. Vice-President of Operations:
 - i. The vice-president shall act in place instead of the president in the event of their absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of them by the Board.
- c. Executive Secretary /Communication:
 - i. The executive secretary shall record the votes and keep the minutes (as prepared by the recording secretary) of all meetings and proceedings of the Board and members
 - ii. keep appropriate current record and waiting lists showing the members of the Club together with their addresses
 - iii. and shall perform such other duties as required by the Board.
- d. Treasurer:
 - i. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Club and shall disburse such funds as directed by resolution of the Board
 - ii. shall sign all checks and promissory notes of the Club

- iii. keep proper books of account; if directed by the Board, cause an annual audit of the Club books to be made by a certified public accountant at the completion of each fiscal year
- iv. and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members.
- e. Membership
 - i. Collects registration and dues from existing members;
 - ii. Send, manage, and respond to membership invoices;
 - iii. Communicate with membership about renewing dues (generic email, personalized email, phone call, postcard, text);
 - iv. Email POC for membership inquiries;
 - v. Research to determine dues/fee adjustments for the upcoming season(s)
 - vi. Create and manage the sign-in process;
 - vii. Manage digital forms for pool memberships & associated spreadsheets

Article XI Committees

In addition to a Nominating Committee as provided in these By-Laws, the Board shall appoint the following as it deems appropriate:

1. Social/Tennis
2. Buildings & Grounds
3. Swim Team
4. Social
5. Pool/Concession
6. Rentals
7. Fundraising

Article XII Books and Records

The books and records of the Club shall at all times, within reasonable business hours, be subject to inspection by any member. Copies of the By-Laws and Rules and regulations of the Club shall be available to every member.

Article XIII Amendments

1. The Board shall have the power to alter or amend these By-Laws.
2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control

Article XIV Transport by Employees

No employee of the Club is to transport by vehicle any individuals (members or non-members) during work hours to or from the Club.

Article XV Club Members Personal Property

Equipment offered to or used by the Club members to perform pool, clubhouse or grounds maintenance or chores is the sole responsibility of the owner, if such equipment is broken, lost or stolen.

By-Laws Amended January 21, 2023.

Pool Rules:

1. All members and their guests must register at the gate. Guests must be accompanied by a member.
2. No glass of any kind will be permitted in the pool area.
3. Please deposit all trash in the trash cans.
4. Wembly is not responsible for members' valuables or injuries.
5. Dive masks and snorkels are prohibited.
6. Floats larger than 20" are prohibited anytime other than designated Float Nights.
7. Swimsuits are required. Showers are recommended before entering pools.
8. Anyone responsible for non-swimmers must stay with them at all times.
9. Non-swimmers may not use the diving board.
10. No running is permitted within the pool area.
11. Rough horseplay (ie, pushing or) is not permitted.