

**AMENDED AND RESTATED BY-LAWS OF THE CHESTERBROOK SWIMMING
AND TENNIS CLUB, INCORPORATED**

Revised August, 2016

ARTICLE I Name

The name of the corporation shall be the Chesterbrook Swimming and Tennis Club, Incorporated, hereinafter referred to as the "Club."

ARTICLE II Purposes

The purposes for which the Club has been formed are as follows: to organize, develop, operate and maintain a club for swimming, tennis and the conduct of other athletic sports, recreation and instruction, and for the promotion of the physical welfare of and social activities among its members; to erect, maintain, purchase, rent, hire, lease, let or otherwise acquire or dispose of buildings or structures for said purposes; to purchase lease, hold, sell, develop, mortgage, convey or otherwise acquire or dispose of real, personal and mixed property necessary or convenient for the purpose of carrying out said purposes; to buy and sell food and refreshments of all kinds and such other articles and things as necessary for the comfort and convenience of the members.

ARTICLE III Membership

Section 1. Number. The number of Certificates of Membership shall be limited to five hundred and fifty (550) which may be changed by a majority of the Class A members voting at any regularly called members' meeting.

Section 2. Form of Ownership. A Certificate of Membership may be held solely by an individual or jointly by two (2) persons who reside in the same residential unit. The holder or joint holders of a Certificate of Membership shall be the person or persons in whose name or names the Certificate of Membership appears on the Club's membership register.

Section 3. Qualifications for Membership. Membership in the Club shall consist of Class A and Class B members and the members of their respective households. The Board of Directors shall decide who is entitled to hold a Certificate of Membership.

(a) Class A members shall consist of those individuals who hold Certificates of Membership and who reside within the Commonwealth of Virginia. Class A members shall also consist of those individuals who obtained Certificates of Membership while they resided within the Commonwealth of Virginia, so long as such individuals have received the approval of the

Board of Directors to remain Class A members. Class A members shall be entitled to vote and to use the Club's facilities.

(b) Class B members shall consist of those Class A members who have been suspended by the Board of Directors for good cause as enumerated in Article III, Section 12. Class B members shall not be entitled to vote or to use the Club's facilities.

(c) The members of the household of Class A or Class B members shall consist of such member's:

- (i) spouse or domestic partner;
- (ii) parents of such member, or parents of such member's spouse, who reside in the member's home for a minimum of six (6) months of each calendar year;
- (iii) minor children whether or not they normally reside with such member;
- (iv) adult children who, as of January 1 of any membership year, are not older than 25 years of age and who normally reside with such member or who are full time students at recognized education institutions.

(d) During the period of their employment, child care providers for the minor children of member families may use the facilities.

(e) The legal guardian(s) or custodian(s) of minor children of a member may use the facilities with their minor children.

(f) The members of the household of a Class A or Class B member shall not have any greater rights or privileges than such member has except where a Class A member becomes a Class B member, in which case the members of his or her household shall continue to be entitled to use the Club's facilities. The members of such household shall not have any voting rights nor shall they be liable for any membership contributions or assessments.

Section 4. Modification of Capital Qualifications for Membership. No modification of the qualifications for membership and the rights of members set forth in Section 3 above shall be made unless an identical modification is made in the qualifications for membership and the rights of members set forth in the Articles of Incorporation of the Club.

Section 5. Voting Power. Voting power shall be in the Class A members. Each Certificate of Membership held by a Class A member shall entitle such member to one (1) vote. Where a single Certificate of Membership is jointly held by two (2) Class A members, there shall be only one (1) vote per Certificate.

Section 6. Recording of Membership Certificates. All Certificates of Membership which are issued by the Club shall be recorded by the Secretary in the Club's membership register. Before the issuance of a Certificate shall take place, the Secretary shall determine that such issuance is in accordance with these By-Laws.

Section 7. Transfer of Membership Certificates. Any holder of a Certificate of Membership wishing to sell that membership shall so notify the Club Secretary. All transfers of ownership of Certificates of Membership must be conducted exclusively through the Club. The Secretary shall maintain a list of applicants wishing to acquire a membership. The Secretary shall offer available memberships to such applicants on a first come, first served basis. Memberships shall be sold on a first tendered, first sold basis. The price of a membership shall include an initiation fee in an amount established by the Board of Directors, the current amount of the membership contribution and the current annual dues. After the sale of the membership is completed by the Club, the former holder of the membership shall receive the proceeds of the sale up to the amount of the former holder's membership contribution minus all amounts owed to the Club by such former member. All remaining proceeds shall be the property of the Club. Special consideration will be offered prior members who sold their memberships due to a temporary change in residence for up to three (3) years away from the area. Upon their return to the area, the prior member may contact the Secretary to be put on the waiting list for the next available membership. The requirement for initiation fee will also be waived for these returning members.

Section 8. Financial Obligations of Members. All holders of Certificates of Membership shall be obliged to pay, on the stated due date, all approved increases in membership contributions, special assessments, annual dues, late fees, guest fees and any and all other financial obligations appropriately imposed by the Board of Directors in Accordance with these By-Laws. Up to two (2) team representatives, whether or not Directors of the Club, shall be exempt from payment of annual dues and shall be entitled to receive complimentary guest privileges as determined by the Board.

Section 9. Dues. Members must pay annual dues for operation and maintenance by March 15th. Annual dues increases shall not exceed ten percent (10%) of the previous year's annual dues or the rate of inflation for the previous year as reported by an appropriate federal government index, whichever is greater, unless a different increase or decrease in dues is approved by two-thirds (2/3) of the Class A members voting at a duly called members' meeting. The Board may, at its discretion and on an annual basis, allow a senior citizen to obtain discounted dues at a discount of not more than ten percent (10%) of the current dues.

Section 10. Membership Contributions and Assessments. No increase in the membership contribution nor assessments for capital improvements shall be made against the holders of Certificates of Membership except as approved by vote of two-thirds (2/3) of the Class A members voting at a duly called members' meeting. Notice of the proposed increase in the membership contribution or proposed assessment must be given to the members in the meeting notice.

Section 11. Suspension and Cancellation for Failure to Meet Financial Obligations.

(a) A Class A member whose membership contribution, assessments, or annual dues have not been received by the Treasurer on or before the due date shall be required to pay a late fee of 25% of the dues amount and, after thirty (30) days from the date by which the payment

was required (the “Certificate Cancellation Date”), the Certificate of Membership will be deemed canceled and may be sold.

(b) In the instance where a Class A member’s membership contribution, assessments or annual dues have not been received by the Treasurer on or before the due date, the Club shall notify such member in writing by certified mail, return receipt requested, a reasonable time prior to the Certificate Cancellation Date but in no case less than ten (10) days prior to that date. The member has until the Certificate Cancellation Date to pay his or her membership contribution, assessments or annual dues or the Certificate of Membership will be automatically canceled and will be sold pursuant to the By-Laws. If a member whose Certificate of Membership has been canceled pursuant to this paragraph should reapply for membership, the member will not be deemed a returning member as referred to in Article III, Section 7.

(c) The Board of Directors, at its discretion, may reinstate the Class A membership of any member whose Certificate of Membership has been canceled pursuant to paragraph (a) upon the request of that member and upon payment of all dues, assessments and fees in arrears. In this instance the member shall also pay an additional late fee of 10% of the dues amount (for a total late fee of 35%).

(d) If a Certificate of Membership is canceled, Section 7 of Article III shall apply. If the Club has been unsuccessful in its efforts to notify the member whose Certificate of Membership is being canceled, the proceeds from the re-issuance of the member’s certificate shall be held for that member to claim.

(e) The Board of Directors, at its discretion, may waive the payment of any late fee when it finds that extenuating circumstances exist.

Section 12. Suspension and Cancellation for Unacceptable Conduct.

(a) A Class A member may be suspended for good cause, for a period not exceeding three(3) months, by a majority vote of the Board of Directors and thereby be made a Class B member. The suspension shall be effective only if such member is first notified in writing that the Board of Directors intends to meet and vote on his or her suspension and only if he or she is first given an opportunity for a hearing. Such suspended member shall not be entitled to vote on matters of Club business or use the Club facilities.

(b) A member of the household of a Class A or Class B member may be suspended for good cause, for a period not exceeding three (3) months, by a majority vote of the Board of Directors. The suspension shall be effective only if such Household member is first notified in writing that the Board of Directors intends to meet and vote on his or her suspension and only if he or she is first given an opportunity for a hearing. Such suspended Household member shall not be entitled to use the Club facilities.

(c) Any member may be expelled for good cause by the affirmative vote of two-thirds (2/3) of the Board of Directors and thereby be permanently denied the use of the Club's facilities. The expulsion shall be effective only if such member is first notified in writing that the Board of Directors intends to meet and vote on his or her expulsion and only if he or she is first given an opportunity for a hearing.

(d) If the Board of Directors expels a member, the Certificate of Membership held solely by such member shall be canceled. If a Certificate of Membership is held jointly by such member, then the Board of Directors, at its discretion, may permit the other joint holder to continue to hold the Certificate of Membership solely in his or her own name if such other joint holder agrees. If the other joint holder does not agree to hold the Certificate of Membership solely in his or her own name, or if the Board of Directors does not permit such a holding, then the Certificate of Membership shall be canceled. The former holders of the Certificate of Membership shall receive the proceeds of the issuance of such Certificate by the Club, up to the amount of the former holder's membership contribution, minus any amount owed to the Club by such former holder. Any remaining proceeds shall be the property of the Club. This shall be in accordance with the provisions of Article III, Section 7.

(e) Good cause for suspension or expulsion includes, but is not limited to: (i) a repeated failure to adhere to the rules and regulations governing the conduct of Club members, (ii) a serious breach of decorum or conduct of an extraordinary nature and, (iii) other grounds set forth in these By-Laws.

Section 13. Refunds to Suspended or Expelled Members. Any member suspended or expelled pursuant to Article III, Sections 11 or 12, shall not be entitled to any refund of dues.

ARTICLE IV Members' Meetings

Section 1. Time and Place of Annual Meeting. The annual meeting of the Club shall be held no later than August 31 of each year at such time and place within Fairfax County, Virginia, as the Board of Directors shall designate.

Section 2. Special Meeting. A special meeting of the members may be called by the President or at the written request of ten percent (10%) of the Class A members.

Section 3. Quorum. A quorum at any annual or special meeting shall consist of ten percent (10%) of the Class A members entitled to vote, represented in person or by proxy. This provision does not require the establishment of a quorum for conducting Club business, unless a point of order calling for a quorum is raised.

Section 4. Voting Rights. Each Class A member entitled to vote shall be limited to one (1) vote and may vote either in person or by assigned written proxy. Proxies must direct the specific manner in which they are to be voted and must be delivered to the Board of Directors, which

shall be responsible for voting them. A Class A member's right to vote at any meeting shall not be abridged.

Section 5. Notice.

(a) Notice of an annual or special meeting shall be made not less than ten (10) nor more than fifty (50) days before the date of the meeting to each Class A member entitled to vote at such meeting. Such notice shall state the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. The notice shall be in writing and/or sent by electronic mail transmission, addressed to each Class A member at that member's address as it is shown on the records of the Club. Notice shall also be posted on the Club website not less than ten (10) days before the date of the meeting. In the case of an amendment to the Articles of Incorporation or in the case of a plan of merger or consolidation, a written notice shall be mailed to each Class A member entitled to vote not less than twenty-five (25) nor more than fifty (50) days before the date of the meeting and shall be accompanied by a copy of the proposed amendment or plan of merger or consolidation or a summary thereof.

(b) A written waiver of any notice required in subsection (a) above signed by the member entitled to such notice, or waiver by electronic mail or other electronic transmission by such person, shall be deemed equivalent to notice.

Section 6. Standing Rules. Where not inconsistent with the laws of the Commonwealth of Virginia, the Articles of Incorporation, or the By-Laws, meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order.

ARTICLE V
Board of Directors

Section 1. Powers. Subject to the provisions of the laws of the Commonwealth of Virginia and any limitations in the Certificate of Incorporation or these By-Laws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The authority of the Club is vested in the Board of Directors as an entity, and not delegated to any individual Director except as detailed within these By-Laws. The discharge of any salaried employees of the Club shall be subject to the advance approval of the Board of Directors.

Section 2. Number of Directors and Compensation. The Board of Directors shall be comprised of fifteen (15) Class A members, consisting of: fourteen (14) elected Directors of the Club, and the Club Manager, who shall serve as an ex officio voting member. Any Class A member or adult member of a Club member's household can stand for election to be a Director with the following provisos:

- a) No person shall be eligible for election who has served more than one (1) year on the Board of Directors immediately preceding an election.
- b) No person shall be eligible for election if such election would result in two people of the same household being on the Board at the same time.
- c) No person shall be eligible for election who is a household member of a person who has served more than one (1) year on the Board of Directors immediately preceding an election.

Directors shall be exempt from payment of annual dues and shall be entitled occasionally to receive complimentary guest privileges as determined by the Board.

Section 3. Directors. The Directors of the Club shall be as follows:

(a) **President.** The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall perform such other duties as customarily pertain to the office of the President. The President shall appoint, subject to the confirmation of the Board of Directors, all standing and special committees, designating the chairman of each and, subject to the direction of the Directors, shall serve as the authorized agent of the Club in the signing of contracts and all similar actions.

(b) **Vice President – Operations & Maintenance.** The Vice President – Operations & Maintenance shall, in conjunction with the Club Manager, be responsible for the operations and maintenance of the Club, including prioritizing and addressing operations and maintenance issues, including but not limited to maintaining the grounds, parking lot, swimming pools, tennis courts, structures (e.g., pump houses, sheds) and undeveloped property, as well as focusing on the execution, efficiency and suitability of the operational processes. The Vice President – Operations & Maintenance shall, at the Club Manager’s request, provide Board-level support for the Club Manager’s interpretation and enforcement of all Club rules and regulations. The Vice President – Operations & Maintenance will be the chairperson for the Operations & Maintenance Committee.

(c) **Vice President – Personnel.** The Vice President – Personnel shall, in conjunction with the Club Manager, be responsible for the evaluation and selection of salaried and non-salaried Club employees, including assistant managers, guards, front desk staff, snack bar staff and others not associated with specific competitive sports programs, (i.e., dive, swim, and tennis) the coaches for which, shall be evaluated and selected by the respective team representative Board members. The Vice President – Personnel shall be responsible for all Human Resources issues and reporting requirements relating to all salaried and non-salaried Club employees, including those associated with the Club’s competitive sports programs. The Vice President – Personnel will be the chairperson for the Personnel Committee.

(d) **Secretary and Membership Director.** The Secretary shall prepare and maintain full minutes of all meetings of the members and of the Board of Directors, and shall maintain minutes of all meetings of all Committees. The Secretary shall cause such minutes to be made

available to the membership by posting on the Club website or distribution via electronic means to the membership, each within one (1) week of the approval of such minutes by the Board of Directors. The Secretary shall circulate draft minutes to Directors within one week of the conclusion of each meeting; revision (if any) and approval of the draft minutes shall be an item on the agenda of the next meeting of the Board of Directors. The Secretary shall ensure that minutes are maintained on the Club website for at least one year following their posting. The Secretary shall cause written notice of any annual or special meeting of the members to be mailed pursuant to the notice requirements set forth in Article IV, Section 5. The Secretary shall prepare and file all reports and documents required by the Virginia State Corporation Commission. The Secretary shall have custody of the records of the Club, including such items as the Club's safety deposit box and other record filing mechanisms – both physical and digital.

The Secretary shall also serve as the membership director. As membership director, the Secretary shall be responsible for managing the Club's membership database, including but not limited to interpretation and enforcement of the Club bylaws and rules concerning membership eligibility, dues, and deadlines. The Secretary is responsible for managing the annual membership database, invoicing and collecting annual membership dues, and any other issues related to the upkeep of membership records.

(e) **Treasurer.** The Treasurer shall have day-to-day management and control of all funds of the Club, subject to the control of the Board of Directors. The Treasurer shall provide and maintain full and complete records of all the assets and liabilities of the Club and all transactions involving those assets. The financial records of the Club shall at all reasonable times be open to inspection by any member of the Board of Directors, but in no event later than three (3) business days after a request is made. The Treasurer shall prepare and submit at each regular meeting of the Board of Directors and, at the annual meeting of the members, information on the financial condition of the Club and the results of its operations as of such dates and in such forms as determined by the Board of Directors. The Treasurer shall be responsible for establishing accounting policies and procedures for the effective control and protection of Club assets. The Treasurer shall be responsible for the preparation or, as determined by the Board of Directors, overseeing the preparation by a designated third party, of such tax reports and returns as local, state and federal agencies may require. The Treasurer shall be responsible for compiling and providing all information necessary to support an independent annual audit of the financial statements of the Club. The Treasurer will oversee any financial planning related to long-term strategic capital improvements, in coordination with the Strategic Planning Director. The Treasurer will be the chairperson for the Finance Committee.

The Treasurer, as considered necessary, may contract with an accountant/bookkeeper to provide and maintain the financial records of the Club and prepare such reports as deemed necessary. The outside accountant/bookkeeper shall pay out of funds on hand all of the just debts and obligations of the Club and make disbursements as specified in Article IX, Section 2, in full coordination with the Treasurer. Treasurer

(f) **Communications Director.** The Communications Director shall define and implement a communications strategy that encompasses all Club activities, including communications that are club-wide and program or team-specific; and communications through all forms of media, including but not limited to print, signage at the clubhouse, online, social media, and email. The Communications Director shall provide regular communications to membership on such Club activities, at a minimum monthly during the months of May through October. The Communications Director shall notify members in a timely fashion with information on closings and openings due to weather or soiling. The Communications Director shall provide all notices to members and coordinate all postings to the Club website required by these By-Laws, and shall carry out all other communications tasks of the Club.

(g) **Social Programs Director.** The Social Programs Director shall be primarily responsible for the organization and conduct of social events for the members of the Club. This includes the development of a plan to be presented to the Board for approval prior to the start of the summer season. The plan must include both existing and any newly proposed activities to be initiated and managed by the Social Directors over the upcoming summer season.

(h) **Strategic Planning Director.** The Strategic Planning Director shall be responsible for the long-term strategic planning of Club capital improvements. The Strategic Planning Director will oversee a planning process, to be updated annually as necessary, to address the long-term development needs of the Club. The capital improvement plan shall include, but not be limited to, the improvement and renovation of Club facilities including the Clubhouse, pump-houses, pool area, tennis courts and area, and parking lot as well as any other areas owned by the Club. The Strategic Planning Director will be the chairperson for the Strategic Planning Committee.

(i) **Dive Team representative.** The Dive Team representative shall be primarily responsible for matters concerning the operation of the Club's Dive Team, including but not limited to evaluating and selecting salaried and non-salaried staff and representing the Dive Team to the Board, to the Northern Virginia Swim League and to other league teams.

(j) **Swim Team representative.** The Swim Team representative shall be primarily responsible for matters concerning the operation of the Club's swim team, including but not limited to evaluating and selecting salaried and non-salaried staff and representing the swim team to the Board, to the Northern Virginia Swim League and to other league teams.

(k) **Tennis Team Representative.** The Tennis Team representative shall be primarily responsible for matters concerning the operation of the Club's Tennis Teams, including both junior and adult teams. The Tennis representative shall be responsible for, but not limited to, evaluating and selecting salaried and non-salaried staff, representing the Tennis Teams to the Board, to the Northern Virginia Tennis League and Tysons Cup Leagues, and to other league teams.

(l) **Court Activities Director.** The Court Activities Director will be responsible for all non-team tennis related activities at the Club year-round. This includes spring, summer, and fall tennis court reservations, clinics, camps, tournaments, court maintenance, equipment purchases (balls, carts, nets, brooms, etc.), and any other matters concerning tennis court usage. This role is responsible for a) determining what activities will be offered, b) establishing criteria for determining which activities have priority over use of Club facilities, and c) ensuring that the Club is not unduly burdened (financially or otherwise) by the offering of such activities. The Court Activities Director will also ensure that the activities comply with the rules and regulations of the Club and work with the VP of Personnel to ensure that the activities are staffed by fully competent and fairly compensated staff. The Court Activities Director will work the VP of Operations & Maintenance and the Club Manager to determine court hours, court usage and allocation, group and individual lessons, camps, and any other matters concerning court usage. The Court Activities Director, in coordination with the Club Manager and relevant team representatives, will work to establish guidelines with Board approval for availability and use of Club facilities for all private lessons.

(m) **Pool Activities Director.** The Pool Activities Director will be responsible for all non-team pool related activities at the Club including non-swim activities that make use of club facilities not limited to table tennis, volleyball, and yoga. This role is responsible for a) determining what activities will be offered, b) establishing criteria for determining which activities have priority over use of Club facilities, and c) ensuring that the Club is not unduly burdened (financially or otherwise) by the offering of such activities. The Pool Activities Director will also ensure that the activities comply with the rules and regulations of the Club and work with the VP of Personnel to ensure that the activities are staffed by fully competent and fairly compensated staff. The Pool Activities Director will work the VP of Operations and Maintenance and the Club Manager to determine pool hours, lap swimming usage and allocation, group and individual swim lessons, camps, and any other matters concerning pool usage. The Pool Activities Director, in coordination with the Club Manager and relevant team representatives, will work to establish guidelines with Board approval for availability and use of Club facilities for all private lessons.

(n) **At-Large Director.** In order to ensure that club members of all interests and backgrounds are represented on the Board of Directors, the At-Large Director shall be responsible for representing member constituencies that otherwise might not be adequately represented on the Board; and for providing a perspective that balances the interests of the club's respective sports teams and programs with the interests of the more general or recreational club users. These constituencies include but are not limited to senior citizens, long-time members of the club, recently joined members, or others that may be identified over time. Reflecting this goal of cross-constituency representation, the At-Large Director will chair the Nominating Committee and be responsible for working with other Directors to recruit and develop new potential candidates for Board roles, as well as Class A members to serve on various standing committees in non-board level roles. This director will also be responsible for developing an "onboarding" program for new Board members that will include review of Club By-Laws, history, and finances.

(o) **Officers.** The President, Vice President – Personnel, Vice President – Operations & Maintenance, Secretary and Treasurer shall be considered Officers of the corporation.

Section 4. Election. The nominating committee shall present a full slate of the candidates for vacancies on the Board of Directors at an annual members’ meeting, and nominations shall be accepted from the floor. In voting for Directors, the members who are qualified to vote shall be entitled to cast one (1) vote for one (1) nominee for each existing vacancy. No qualified member shall cast more than one (1) vote for any one (1) nominee in a single balloting. At an annual members’ meeting the nominees receiving the highest number of votes cast shall be declared elected. Tie votes shall be resolved by separate ballot.

Section 5. Terms.

(a) Directors are elected for specific two (2) year terms and shall be eligible to serve another term only after two (2) years have passed since the end of any previous term. Newly elected Directors shall take office at the September regular meeting of the Directors.

(b) The following positions shall be elected on odd numbered years: President, Vice President – Operations & Maintenance, and At-Large Director.

(c) The following positions shall be elected on even numbered years: Vice President – Personnel, Secretary, Treasurer, Communications Director, Strategic Planning Director, and Pool Activities Director.

(d) The Dive Team Representative, Swim Team Representative, Tennis Team Representative, Court Activities Director, and Social Programs Director positions will have two representatives each, one elected annually by the membership. However, only one will be a voting member of the Board at any given time. Each year, following the annual election, the Board member serving as the full voting representative to the Board will end their term on the Board, and the previously elected nonvoting representative will transition to serve as the full voting member of the Board.

Section 6. Removal. Any member of the Board of Directors may be removed from the Board by an affirmative vote of two-thirds (2/3) of the members voting at an annual members’ meeting or at a special meeting called for that purpose, provided that such member of the Board is first notified in writing of the meeting to vote on his or her removal and only if he or she is first given an opportunity for a hearing. Such vote shall be anonymous and the Director at issue shall abstain from the vote. If any Director fails to attend three consecutive regular meetings of the Board, or otherwise fails to perform the duties required of him or her, the Board of Directors may request such Director’s resignation.

Section 7. Vacancy. Vacancies on the Board of Directors resulting from an unfulfilled term shall be filled by a majority vote of the remaining Directors with the proviso that such vacancy cannot be filled with a member from the same household as a then serving Director until his or her successor has been elected by the members entitled to vote, who shall make such election at their

next annual meeting, or at any special meeting duly called for that purpose and held prior to said annual meeting.

ARTICLE VI Board of Directors' Meetings

Section 1. Time and Place of Regular Meetings. Regular meetings of the Board of Directors shall be held at such intervals and at such places as the Board of Directors deems necessary, provided that the Board shall hold regular meetings at least monthly during the months of May through September inclusive, and at least quarterly during the remainder of the year.

Section 2. Special Meeting. A special meeting of the Board of Directors may be called by the President, and shall be called by the President on the request of not fewer than one-third (1/3) of the Directors.

Section 3. Notice.

(a) Notice of the time and place of regular and special meetings shall be delivered personally or by telephone to each Director or sent by first-class mail or electronic mail transmission, addressed to each director at that Director's address as it is shown on the records of the Club. If the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the date of the meeting. If the notice is delivered personally or by electronic mail transmission or telephone, it shall be delivered at least twenty-four (24) hours before the time of the meeting. Notice of the time and place of regular and special meetings shall be provided to Class A members by posting on the Club website and distribution via electronic means to the membership at least twenty-four (24) hours before the time of the meeting. Class A members may attend and observe such meetings, but may not participate unless invited to do so by the Board Chair. Notice of a special meeting shall state the purpose or purposes for which the meeting is called. Unless otherwise indicated in the notice thereof, any and all other business may be transacted at a special meeting.

(b) A written waiver of any notice required in subsection (a) above signed by the member entitled to such notice, or waiver by electronic mail or other electronic transmission by such person, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called, noticed or convened.

Section 4. Quorum. A majority of the total number of Directors (not including any ex officio members of the Board) shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, then the

Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

ARTICLE VII Club Manager

The Club Manager shall be an employee of the Club and shall serve as an ex officio voting member of the Board of Directors during the term of his or her employment. The Club Manager shall be responsible for the day-to-day management of the Club and all associated property and grounds, as well as the maintenance, repair, and security of the Club's physical facility. The Club Manager shall supervise all Club staff unless such supervision is reserved by the Board of Directors or these By-Laws to the Board or a Committee. The Club Manager shall implement Club and facility rules as promulgated by the Board of Directors, and shall have sole and final authority to interpret and enforce such rules on a day-to-day basis. Individual Board members shall not have the authority to overrule the determination of the Club Manager regarding the interpretation or enforcement of any rule and such determinations shall only be modified or changed pursuant to a resolution adopted by the Board of Directors at a duly noticed meeting.

ARTICLE VIII Committees

Section 1. Permanent Committees. There shall be such permanent committees as are designated in this Article. All members of the Board of Directors, the Club Manager, and any Class A member of the Club may choose to participate in and be active members of any such committee. Any such committee shall exercise such specific powers and authority in the management of the business and affairs of the Club as are specifically set forth in these By-Laws, all other powers and authority being specifically reserved to the Board of Directors. Each committee shall keep regular minutes of its meetings. A copy of those minutes shall be provided to the Secretary within fifteen (15) days following each committee meeting and each committee shall report to the Board of Directors on the matters within its authority at each Board meeting.

Section 2. Personnel Committee. There shall be a permanent Personnel Committee, chaired by the Vice President – Personnel. The Personnel Committee shall oversee all salaried employees including team coaches and pros (day-to-day operations being managed by program Directors and the appointment, discharge and compensation being subject to advance approval of the full Board of Directors); shall assist the Club Manager in evaluation and selection of non-salaried employees; be responsible for maintaining, updating, interpreting, and enforcing the Club's employee code of conduct and otherwise ensuring that all salaried and non-salaried employees of the Club carry out their respective duties in a manner consistent with their stated responsibilities; be responsible for all human resources issues and reporting requirements; and conduct such other personnel activities the Board may delegate to it.

Section 3. Maintenance & Operations Committee. There shall be a permanent Maintenance & Operations Committee, chaired by the Vice President – Operations & Maintenance. The primary function of the Maintenance & Operations Committee shall be to interface with Club members concerning all matters relating to club maintenance and operations, including but not limited to receiving and responding to member comments about club operations or facilities, working with committee members to evaluate comments or complaints, to set priorities and to otherwise provide a high level of access to Club members interested in the Club's maintenance and operations.

Section 4. Finance Committee. There shall be a permanent Finance Committee, chaired by the Treasurer. The Finance Committee shall be responsible for monitoring and reporting on all issues relating to club finances, including but not limited to engaging an outside firm to prepare the club's monthly and annual financial statements; reviewing such financial statements; evaluating and engaging an auditor; and recommending responses to remedial actions suggested by the auditor.

Section 5. Strategic Planning Committee. There shall be a permanent Strategic Planning Committee, chaired by the Strategic Planning Director. The Strategic Planning Committee shall be responsible for articulating, managing and driving the schedule of long-term renovations and improvements of club facilities.

Section 6. Nominating Committee. At least sixty (60) days prior to the Annual Meeting, the At Large Director shall appoint a Nominating Committee which shall after consideration submit to the Board of Directors a list of candidates for the vacant seats on the Board of Directors. The nominating committee shall be comprised of at least five (5) members of the Board and at least five (5) Club members who are not members of the Board. At least thirty (30) days prior to the Annual Meeting, the Board of Directors shall notify all members and provide a copy of the nominee list submitted by the committee; such notification shall contain descriptive information about each nominee as available. Nominations for a seat on the Board of Directors shall be accepted from the floor at the Annual Meeting.

Section 7. Standing and Special Committees. The Board of Directors may establish such additional standing and special committees as may be deemed desirable or necessary to conduct the activities of the Club. Advisory committees for the Club's swim, dive, and tennis programs are encouraged, but not required, and such committees would be chaired by their respective team representative. The responsibility and authority of each committee shall be established by resolution of the Board of Directors. All other committee chairpersons shall be chosen by the members of each committee. The Board shall solicit and encourage Class A members to serve on any such committees.

ARTICLE IX

Property and Finance

Section 1. Budgets. The Board of Directors shall approve and authorize in an annual budget or supplements or amendments thereto, amounts of expenditures and obligations to be incurred by the officers of the Club. Expected purchases exceeding Ten Thousand Dollars (\$10,000.00) and purchases of all long term assets shall be specifically itemized in an annual budget. The Secretary shall cause such approved budget and any supplements or amendments thereto to be made available to the membership by posting on the Club website and/or distribution via electronic means to the membership, each within one (1) week of their approval by the Board of Directors. The Club's fiscal year shall be the calendar year.

Section 2. Disbursements.

The Treasurer or other Officer of the Club shall be authorized to disburse funds of the Club. The Board of Directors may authorize the delegation of authority for disbursing funds to other Directors within such limits as determined by the Board. Directors may authorize Club members or volunteers to incur expenditures on behalf of the Club in amounts not to exceed \$500 in aggregate within any calendar month for valid program or operating needs.

Any single contract or acquisition greater than \$2,500 must be approved by an Officer unless previously approved as a specific line item within the annual budget. Any single contract or acquisition in excess of \$5,000 must be approved by the Board unless previously approved as a specific line item within the annual budget. Checks drawn against Bank funds in excess of \$5,000 require two Officers' signatures. These limitations may be adjusted from time to time by the Board of Directors.

Section 3. Transfer of Real Property. Real property of the Club may be transferred only upon approval of a two-thirds (2/3) majority of the Class A members voting. A real property transfer may be voted on only at a meeting as to which prior notice of the proposed transfer was given.

Section 4. Deposits. The funds of the Club shall be deposited only in federal banks, state banks, or trust companies operating in accordance with the laws of the Commonwealth of Virginia, or in an institution the deposits of which are insured by an agency of the federal government.

Section 5. Fidelity Bond. A fidelity bond for a reasonable amount will be carried by the Club covering all members of the Board of Directors, including the Club Manager. A commercial general liability insurance policy for a reasonable amount shall be carried by the Club. The fidelity bond and insurance policy shall be reviewed annually by the Finance Committee, which shall make appropriate recommendations to the Board of Directors regarding such coverage.

Section 6. Forms of Investment. The funds of the Club may be invested only in obligations of the United States government and institutions cited in Section 4. Such investments can be treasury bills, U. S. government bonds, passbook savings accounts, certificates of deposit or similar instruments offered by such institutions. They may not be loaned to or invested with any

officer, Director or member of the Club or with any other person, agency or government instrumentality.

Section 7. Club Financial Records. The financial records of the Club shall be available for inspection by the members at reasonable times and places, but in no event later than seven (7) business days following a request. No unit or team of the Club shall maintain financial accounts and/or records separate from the financial accounts and records of the Club. The Board of Directors shall cause the financial records of the Club to be reviewed annually by auditors selected by the Board of Directors who shall not be members of the Club. The Communications Director shall cause such report of the auditors to be made available to the membership by posting on the Club website and/or distribution via electronic means to the membership, within one (1) week of its presentation to the Board of Directors.

ARTICLE X Use Privileges

Section 1. Persons Who Can Use Club Facilities. Class A members and the members of their households, as described in Article III, Section 3 (c), (d), and (e), shall be eligible to use the facilities of the Club upon payment of annual dues and other fees or assessments approved by the Class A members entitled to vote.

Section 2. Rules. Rules and regulations governing the use of the facilities of the Club and provisions for enforcing those rules and regulations shall be promulgated and revised as necessary by a Rules Committee with the approval of the Board of Directors. Copies of these rules shall be provided to all members.

Section 3. Non-Profit Organizations. The Board of Directors may from time to time at its discretion allow the use of the Club's facilities by individuals and non-profit organizations upon such terms and conditions as it may see fit.

Section 4. Summer Privileges for Waiting List Members. The Board of Directors may at its discretion allow the summer use of the Club's facilities by individuals or families who reside in Virginia and who are on the waiting list to become Class A members ("Waiting List Members"). Waiting List Members shall have the right to use the Club's facilities as temporary guests for the summer season, provided they pay the requisite fees as set by the Board of Directors ("Summer Use Fees"), until such time as they are offered a Certificate of Membership. If a Waiting List Member does not purchase a Certificate of Membership when offered, the summer privileges for the Waiting List Member are terminated and the individual or family is removed from the waiting list. No Summer Use Fees will be refunded in these circumstances. Any Waiting List Member who turns down a Certificate of Membership and who is removed from the waiting list may reapply for membership the following year. An individual or family who turns down a Certificate of Membership when offered for a second time shall be ineligible to apply for any further membership in the Club. If a Waiting List Member becomes a Class A member during the time that the swimming pool facilities are open, then the Summer Use Fees paid by the

Waiting List Member shall be applied in full towards the purchase of a Certificate of Membership. If a Waiting List Member becomes a Class A member after the swimming pool facilities have closed for the year, none of the Summer Use Fees shall be applied to the purchase of a Certificate of Membership. Waiting List Members, upon payment of the Summer Use Fees, shall have use of the Club's facilities only during the time that the swimming pool facilities are open. At no time may the total number of Waiting List Members exceed twenty percent (20%) of the Club's total authorized number of Certificates of Membership.

Waiting List Members from the prior year have first preference in any given year for summer privileges. Notices for payment of Summer Use Fees shall be sent to Waiting List Members in the same manner and at the same time as Member dues notices. If a Waiting List Member does not pay his or her Summer Use Fees in full by March 15, the Waiting List Member shall be required to pay a late fee of 25% of the dues amount and, after thirty (30) days from the date by which the payment was required Secretary may remove the Waiting List Member from the waiting list and offer summer privileges to applicants on the waiting list on a first come, first serve basis.

The Secretary shall maintain a list of those applicants on the waiting list for Certificates of Membership and who wish to become a Waiting List Member upon availability.

ARTICLE XI Liquidation

The voluntary liquidation or dissolution of the Club shall require a vote of two-third (2/3) of the Class A members entitled to vote. The vote shall be cast at a meeting called for this purpose by the Board of Directors. All assets, upon liquidation, shall be distributed equally among the holders of record of the Certificates of Membership at the time of liquidation or dissolution.

ARTICLE XII By-Laws

Class A members entitled to vote who are present at a duly called members' meeting may amend, modify, reject or alter these By-Laws. The Board of Directors may propose amendments provided that the proposed text of each amendment bearing the signatures of at least ten (10) Class A members entitled to vote has been made available to the Secretary of the Club at least twenty (20) days before the meeting and has been included in the members' meeting notice. Amendments shall require a two-thirds (2/3) vote of the Class A members voting on such amendment. Copies of amended By-Laws must be made available to all members.

Revised August 2016