

## **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.** 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.
- e) **Membership Director.** The membership director 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 membership director 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. The membership director shall work directly with the communications director to advertise the annual membership registration and market the club throughout the year, to attract new members.

- f) **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.

- g) **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.
- h) **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.

- i) **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, pumphouses, 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.
- j) **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.
- k) **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.
- l) **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.
- m) **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.

- 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, Membership Director, Treasurer, Communications Director, and Strategic Planning 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.