

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

Revised August 30, 2026

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, racquet sports 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; and

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 established by the Board of Directors and shall be limited by the number of authorized users as specified in the Special Use Permit as approved by Fairfax County Department of Planning & Zoning. The Board of Directors shall annually assess prospective facility usage and establish the number of authorized users.

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 Household Members. The Board of Directors shall decide who is entitled to hold a Certificate of Membership.

(a) Class 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. 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(e). Class B members and members of their households as delineated in Section 3(c), below, shall not be entitled to use the Club's facilities and Class B members shall not be entitled to vote.

(c) Household Members. The members of the household of Class A or Class B members (collectively the "**Household Members**") shall consist of each Class A and Class B member's:

(i) spouse or domestic partner;

(ii) parents or parents of a member's spouse who reside in the member's home for a minimum of six (6) months of each calendar year;

(iii) minor children (age 18 and under) 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 ;

(v) Childcare providers for the member's minor children during the period of their employment while performing childcare duties; and

(vi) Legal guardian(s) or custodian(s) of member's minor children .

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. Only Class A members shall have voting power. 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 electronic and recorded by the Membership Director in the Club's membership register. Before the electronic recordation of a Certificate, the Membership Director shall determine that such issuance is in accordance with these By-Laws.

Section 7. Membership Application.

(a) Class A Applications. Those meeting qualifications for membership may apply for membership pursuant to procedures established by the Board of Directors. Applications for membership when accepted shall entitle the applicant to become a non-voting Summer Member and be placed on priority waiting list maintained by the Membership Director for Class A membership as Class A membership vacancies become available (“**Class A Waitlist**”). The Membership Director shall offer for purchase Certificates of Membership to those on the Class A Waitlist based on their priority on the list. Placement on the Class A Waitlist will be carried over from year to year unless the applicant requests removal.

(i) Special consideration will be offered to prior holders of a Certificate of Membership who sold their Certificate of Ownership due to a temporary change in residence away from the area in the past three (3) years or other explained “hardship” reasons including job loss by a member or health-related reason rendering use of the Club facilities temporarily unavailable. Upon their return to the area or resolution of the “hardship” event, the prior holder of a Certificate of Membership may contact the Membership Director and will be offered priority over those on the Class A Waitlist after evaluation by the Membership Director. A denial of the hardship waiver by the Membership Director may be appealed to the Board of Directors. The requirement for an initiation fee will also be waived for those accepted returning members.

(b) Summer Members. The number of applicants on the Summer Member Class A Waitlist shall be limited to twenty percent (20%) of the Club’s total authorized number of Certificates of Membership. If the number of applicants exceed the authorized number of Summer Members, the Membership Director shall maintain a separate priority list annually of applicants who wish to become Summer Members when vacancies becomes available on the Summer Member list (“**Summer Member Applicant List**”). Placement on the Summer Member Applicant List will not be carried over from year to year.

(c) Summer Use Fees. Those applicants on the Class A Waitlist shall be offered Summer Membership and shall be temporary guests for the 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 and shall have the right to use the Club’s facilities including racquet court facilities for the full calendar year that they are Summer Members.

(i) If a Summer Member declines to purchase a Certificate of Membership when offered, the summer privileges are terminated. No Summer Use Fees will be refunded in these circumstances.

(ii) Any Summer Member who declines to purchase a Certificate of Membership when offered and who is removed may reapply for a Summer

Membership the following year. An individual or family who declines to purchase a Certificate of Membership when offered for a second time shall be ineligible to apply for any further membership in the Club.

(iii) If a Summer Member becomes a Class A member during the time that the Club facilities are open, then the Summer Use Fees paid by the Summer Member shall be applied in full towards the purchase of a Certificate of Membership. If a Summer Member becomes a Class A member after the Club facilities have closed for the summer, none of the Summer Use Fees shall be applied to the purchase of a Certificate of Membership.

(iv) Summer Members from the prior calendar year have priority in any given year to become holders of Membership Certificates pursuant to their position on the Class A Waitlist. If a Summer Member does not pay the Summer Use Fee by the stated due date, the Summer Member shall incur a late fee of twenty-five percent (25%) of the Summer Use Fee. If the Summer Use Fee has not been paid after fifteen (15) days from due date, the Summer Member will lose all rights to use the Club's facilities and the Membership Director may remove the Summer Member from the Class A Waitlist.

(v) Summer Use Fees are non-refundable once the pool facilities are open for the summer.

Section 8. Transfer of Membership Certificates.

(a) **Certificate Sales.** Other than a transfer to a family member pursuant to Section 8(c), below, any holder of a Certificate of Membership wishing to sell that membership shall so notify the Membership Director by the Annual Dues Due Date set forth in Section 9. All transfers of ownership of Certificates of Membership must be conducted exclusively through the Club. The sale of a Certificate of Membership shall create a vacancy for Class A membership that may be filled pursuant to Section 7, above.

(b) **Sale Proceeds.** 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 (including the value of any Bond Contribution) minus all amounts owed to the Club by such former member and any late fee as set forth in Section 11, below. All remaining proceeds of the sale of membership shall be the property of the Club.

(c) **Intra-Family Sales.** Any holder of a Certificate of Membership shall be permitted to transfer his or her Certificate to a parent, a child, or a spouse without the need to follow the provisions of this Section 8. Any holder wishing to transfer a Certificate pursuant to this section shall notify the Membership Director of the transfer and the identity of the person to whom the transfer shall be made. Upon verification that the requirements of this section are met, the Membership Director shall record the transfer.

Transfer of Certificate of Membership under this section shall also include transfer of the Bond Contribution from the transferring holder to the transferee.

Section 9. Price of Membership and Dues.

(a) **Membership Share Price.** The price of a membership shall include a non-refundable initiation fee in an amount established by the Board of Directors, a refundable “share purchase” or “bond” representing the current amount of the membership contribution, and the current annual dues.

(b) **Dues.** All holders of Certificates of Membership must pay non-refundable annual dues for operation and maintenance by March 15th of each calendar year (“**Annual Dues Due Date**”). 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 of Directors may, at its discretion and on an annual basis, allow for a discount of not more than fifteen percent (15%) of the current annual dues to be applied to that Class A Member in which at least one (1) senior citizen (65 years or older) resides in the Member household.

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. Financial Obligations of Members, Late Fees, Cancellations and Reinstatement.

(a) **Payment Obligation.** 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.

(b) **Late Fees.** If a holder of a Certificate of Membership’s contribution, assessment, annual dues, or request to sell a Certificate of Membership is not received by the Membership Director on or before the Annual Dues Due Date, a late fee of twenty-five percent (25%) of the current annual dues amount shall be imposed. That twenty-five percent (25%) late fee applies regardless of whether the holder of the Certificate of Membership chooses to continue as a member or sell their Certificate of Membership. If a holder of a Certificate of Membership’s membership contribution, assessment, or annual dues is not received within thirty (30) days after the Annual Dues

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

(c) Cancellation.

(i) If a holder of a Certificate of Membership’s membership contribution, assessments, or annual dues is not received by the Membership Director on or before the Annual Dues Due Date, the Club shall notify such holder of a Certificate of Membership 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 holder of a Certificate of Membership 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 minus twenty-five percent (25%) of the annual dues amount. If a prior holder of a Certificate of Membership whose Certificate of Membership has been canceled pursuant to this section should reapply for membership, that prior holder will not be deemed a returning member as referred to in Article III, Section 7(a).

(ii) If a Certificate of Membership is canceled, Section 8, above, shall apply. If the Club has been unsuccessful in its efforts to notify the holder whose Certificate of Membership is being canceled, the proceeds from the re-issuance of the prior holder’s Certificate of Membership shall be held for that member to claim.

(d) Reinstatement. 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 Section 11(b), above, 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 ten percent (10%) of the dues amount (for a total late fee of thirty-five percent (35%)).

(e) Extenuating Circumstances. 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) Suspension – Class A Member. 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(s) and/or members of their households shall not be entitled to vote on matters of Club business or use the Club facilities.

(b) Suspension – Household Member. A Household 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) Expulsion. 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) Certificate Cancellation. 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 and another joint holder, 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 8, above.

(e) Good Cause. Good cause for suspension or expulsion includes but is not limited to:

- (i)** 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 annual 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 September 30 of each calendar 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 holder of a Certificate of Membership is entitled to vote shall be limited to one (1) vote, subject to Article III, Section 5, and may vote either in person or electronically which shall serve as a written ballot. The Board of Directors shall approve the process for secure electronic voting. A Class A member's right to vote at any meeting shall not be abridged.

Section 5. Notice.

(a) Notice. 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) Waiver. 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 consistent 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.

(a) Board. 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.

(b) Executive Committee. An Executive Committee consisting of the President, Vice President – Personnel, Vice President – Operations & Maintenance, Secretary, and Treasurer may take final, binding action on behalf of the Board of Directors between regularly scheduled Board meetings. Actions taken by the Executive Committee within the scope of operational management shall be legally effective without the necessity of ratification by the full Board, subject to the non-delegable limitations of the Virginia Nonstock Corporation Act. The Committee shall submit written minutes of all actions to the full Board within seven (7) days of taking any action.

Section 2. Number of Directors and Compensation. The Board of Directors shall be comprised of nineteen (19) directors only thirteen (13) of whom shall be voting members. Any Class A member or adult member of a Class A member's household can stand for election to be a Director with the following provisos:

(a) Same Household Members. No person shall be eligible for election if such election would result in two people of the same household being on the Board of Directors at the same time.

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

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 chairperson 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. The President shall chair the Executive Committee.

(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, racquet 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 of Directors-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 any ad hoc Operations & Maintenance and/or Rules Committees and shall serve on the Executive 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 racquet) the coaches for which, shall be evaluated and selected by the respective team representative Board of Directors 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 and shall serve on the Executive Committee.

(d) Secretary.

(i) 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 (1) 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 (1) 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.

(ii) The Secretary shall have custody of the records of the Club, including such items as the Club’s safe deposit box and other record filing mechanisms – both physical and digital. The Secretary will also be responsible for developing an “onboarding” program for new Board of Directors members that will include review of Club By-Laws, history, and finances. The Secretary will assist each Board of Directors Member in maintaining documentation of each Board of Director Member’s responsibilities and duties and will ensure an appropriate transition between on- and off-boarding Directors.

(iii) In order to ensure that Club members of all interests and backgrounds are represented on the Board of Directors, the Secretary shall also be responsible for representing member constituencies that otherwise might not be adequately

represented on the Board of Directors; 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 Secretary will chair the Nominating Committee and be responsible for working with other Directors to recruit and develop new potential candidates for Board of Directors roles, as well as Class A members to serve on various standing committees in non-Board of Director level roles. The Secretary shall serve on the Executive Committee.

(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 By-Laws 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.

(i) The Treasurer, consisting of two (2) positions, only one of whom shall have a vote on the Board, 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 of any *ad hoc* Finance Committee and shall serve on the Executive Committee.

(ii) 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 and as necessary during winter activities. 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, consisting of two (2) positions, only one of whom shall have a vote on the Board, 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. The Social Programs Director will be the chairperson of any ad hoc Social Program Committee.

(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, racquet 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 any ad hoc Strategic Planning Committee.

(j) **Dive Team Representative.** The Dive Team Representative, consisting of two (2) positions, only one of whom shall have a vote on the Board, 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 of Directors, to the Northern Virginia Swim League, and to other league teams.

(k) **Swim Team Representative.** The Swim Team Representative, consisting of two (2) positions, only one of whom shall have a vote on the Board, 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 of Directors, to the Northern Virginia Swim League, and to other league teams.

(l) Racquet Team Representative. The Racquet Team Representative, consisting of two (2) positions, only one of whom shall have a vote on the Board, shall be primarily responsible for matters concerning the operation of the Club's racquet teams, including both junior and adult tennis and pickleball teams. The Racquet Team Representative shall be responsible for, but not limited to, evaluating and selecting salaried and non-salaried staff, representing the Racquet Teams to the Board of Directors, to the Northern Virginia Tennis League and Tysons Cup Leagues, and to other league teams.

(m) Court Activities Director. The Court Activities Director, consisting of two (2) positions, only one of whom shall have a vote on the Board, will be responsible for all nonteam racquet related activities at the Club year-round. This includes spring, summer, and fall racquet court reservations, clinics, camps, tournaments, court maintenance, equipment purchases (balls, carts, nets, brooms, *etc.*), and any other matters concerning racquet court usage. This role is responsible for 1) determining what activities will be offered, 2) establishing criteria for determining which activities have priority over use of Club facilities, and 3) 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 Vice President of Personnel to ensure that the activities are staffed by fully competent and fairly compensated staff. The Court Activities Director will work with the Vice President 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 of Directors approval for availability and use of Club facilities for all private lessons.

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

Section 4. Nominations and Elections.

(a) Nominations. Nomination solicitations for Board of Director vacancies including position descriptions shall be sent to the Club membership at least sixty (60) days prior to the annual general members' meeting. Any Class A member may be nominated. Nominations shall be accepted by the Board of Directors until close of business thirty (30) days prior to the members' meeting. No nominations will be accepted after this date. The Secretary shall provide to the Club membership descriptive information on all nominees at least fifteen (15) days prior to the members' meeting at which time the window for voting for the nominees will open.

(b) Elections. In voting for Directors, the members who are qualified to vote shall be entitled to cast one (1) vote (per household) 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. In person voting at the annual membership meeting shall be permitted. Electronic voting shall serve as a written ballot and shall be available for members use until the day preceding the annual membership meeting. At the annual members' meeting the nominees receiving the highest number of votes cast shall be declared elected. Tie votes shall be resolved by separate ballot. The Board of Directors may devise and implement in its discretion from time-to-time voting incentive programs including, but not limited to, dues reduction or guest pass drawings to increase voting participation.

Section 5. Terms.

(a) Consecutive Terms. A person can stand for election to a second consecutive term, either for reelection to their current position or for election to a new position on the Board of Directors.

(b) Term Length. Directors are elected for specific two (2) year terms. Newly elected Directors shall take office at the October regular meeting of the Directors.

(c) Term Limits. No household shall serve more than four (4) consecutive years on the Board of Directors.

(d) Odd Year Election Positions. The following positions shall be elected on odd numbered years: President, Vice President – Operations & Maintenance.

(e) Even Year Election Positions. The following positions shall be elected on even numbered years: Vice President – Personnel, Secretary, Membership Director, Communications Director, and Strategic Planning Director.

(f) Annual Election Positions. The Treasurer, Dive Team Representative, Swim Team Representative, Racquet Team Representative, Court Activities Director, and Social Programs Director positions will have two (2) representatives each, one elected annually by the membership. However, only one will be a voting member of the Board of Directors at any given time, but each shall be considered a director for purposes of compensation under Article V, Section 2(b) and insurance under Article IX, Section 5. Each year, following the annual election, the Board member serving as the full voting representative to the Board of Directors will end their term on the Board of Directors, and the previously elected nonvoting representative will transition to serve as the full voting member of the Board of Directors.

Section 6. Removal. Any member of the Board of Directors may be removed from the Board of Directors 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 of Directors 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 (3) consecutive regular meetings of the Board of Directors 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 of Directors shall hold regular meetings at least monthly.

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) Meeting Notice. 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 them 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 of Directors 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) Meeting Waivers. 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 voting Directors (not including any ex-officio or non-voting members of the Board of Directors) (seven (7)) 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. 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 of Directors or a Committee. The Board of Directors may request that the Club Manager attend regularly scheduled meetings for the purpose of updating the Board of Directors on matters of Club operations. 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 of Directors 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. The Club Manager shall be a non-voting, *ex-officio* member of the Board of Directors.

ARTICLE VIII Committees

Section 1. Committees. There shall be such permanent and ad hoc 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. In addition to the Executive Committee established in Article V, Section 1(b), above, the following shall constitute the Club's committees:

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 of Directors may delegate to it.

Section 3. Insurance Committee. There shall be a permanent Insurance Committee which shall be responsible for reviewing liability, directors' and officers', and any other insurance policies of the Club. The committee shall review applications and renewal forms annually to ensure appropriate coverage. Members include the President, Vice President-Operations and Maintenance, Vice President Personnel, Treasurer, and any member of the Board of Directors or Club members who choose to participate in this committee who have a background in and knowledge of insurance.

Section 4. Standing and Special Committees. The Board of Directors may establish such additional standing and special ad hoc committees as may be deemed desirable or necessary to conduct the activities of the Club. Those may include Rules (as provided in Article X, Section 2), Maintenance and Operations, Finance, Strategic Planning, and Social. Advisory committees for the Club's swim, dive, and racquet programs are encouraged, but not required, and such committees would be chaired by their respective representatives, which shall not relieve the representatives of their oversight responsibilities. The responsibility and authority of each committee shall be established by resolution of the Board of Directors, including the ability of Committees to grant Guest Passes to Committee Members for specific duties associated with designated activities. All other committee chairpersons shall be chosen by the members of each committee. The Board of Directors 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) 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.

(a) Delegation. The Board of Directors may authorize the delegation of authority for disbursing funds to other Directors within such limits as determined by the Board of Directors. Directors may authorize Club members or volunteers to incur expenditures on behalf of the Club in amounts not to exceed Five Hundred Dollars (\$500) in aggregate within any calendar month for valid program or operating needs.

(b) Dollar Limits. Any single contract or acquisition greater than Two Thousand Five Hundred Dollars (\$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 Five Thousand Dollars (\$5,000) must be approved by the Board of Directors unless previously approved as a specific line item within the annual budget. Checks drawn against Bank funds in excess of Five Thousand Dollars (\$5,000) require two (2) 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 and Insurance. A fidelity bond along with a commercial general liability insurance policy and Directors and Officers insurance policy each for reasonable amounts shall be carried by the Club and each covering all members of the Board of Directors and the Club Manager.. The fidelity bond and insurance policies shall be reviewed annually by the Insurance 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, above. 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 Household Members, as described in Article III, Section 3(c) 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. For-Profit Organizations. The Board of Directors may, from time to time at its discretion, allow the use of the Club's facilities by for-profit organizations so long as any such use does not unreasonably impinge on usage by members and such use is compensated at a fair market rate, with any proceeds directed towards general operations of the Club.

Section 5. Golden Passes. Upon sale of their Certificate of Membership and conditioned on at least fifteen (15) continuous years as a Class A Member, a former Certificate holder is eligible to purchase a maximum of two (2) "**Golden Passes.**" The Golden Pass entitles a single holder to a set number of swims during the summer season and attendance at Club social events. The holder may purchase additional swim guest passes each year at then-current guest pass rates. The Golden Pass is non-transferable and not available to children, grandchildren, or childcare providers. As non-members, Golden Pass holders are ineligible to vote on Club matters. Golden Pass limits on the number of swims, fees and other restrictions shall be set at the discretion of the Board of Directors.

Section 6. Late Summer Passes.

(a) Pass Eligibility. The Board of Directors may, in its discretion, allow the use of the Club's facilities by individuals or families who reside in Virginia and who register for Late Summer Passes (August and September) and pay the requisite fees. The terms, conditions and fees associated with Late Summer Passes shall be established by the Board of Directors and may be modified at its discretion. The Board is authorized to offer no more than fifty (50) Late Summer Passes but may from year-to-year offer fewer or no passes based upon input from members and the Club Manager.

(b) Summer Member Eligibility. The Board may also provide that those purchasing Late Summer Passes be eligible to become Summer Members as space becomes available and subject to terms, conditions and procedures as established by the Board. In addition, the Board may also establish procedures so that those who have

purchased Late Summer Passes receive priority consideration for any subsequent year with regard to Summer Membership or Late Summer Pass registration.

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

These By-Laws may be amended, modified, rejected, or altered by a vote of two-thirds (2/3) of the Class A members who are present in person or by proxy at a duly called Members' Meeting, conditioned on the following:

Section 1. Member Support. Proposed amendments may be offered by (1) the Board of Directors or (2) by any Class A member supported by the signatures of at least ten (10) other Class A members;

Section 2. Text Explanation. The text of all proposed amendments accompanied by an explanation of the reason(s) supporting the amendment shall be distributed by the Secretary of the Club to the Class A members at least twenty (20) days prior to the Members' Meeting; and

Section 3. Distribution. Copies of amended By-Laws shall be made available to all members.

Revised August 30, 2026