

**AMENDED AND RESTATED BY-LAWS of
McLEAN SWIMMING AND TENNIS ASSOCIATION**

ARTICLE I. NAME

The name of the corporation is McLean Swimming and Tennis Association (MSTA).

ARTICLE II. DEFINITIONS

A. Active Membership: Shall mean any Equity Membership who has not elected Inactive Status, or Temporary Membership, that is current in the payment of all Dues, fees or Assessments owed to MSTA for the Term of Membership, and has not been terminated as set forth in these Bylaws.

B. Board of Directors or Board: Shall mean the board or any member of said board, duly elected by the Equity Membership at an annual meeting of the Members, or as otherwise appointed pursuant to these Bylaws.

C. Bylaws: Shall mean these Amended and Restated Bylaws of McLean Swimming and Tennis Association, duly adopted by the Equity Membership as further set forth in these bylaws and certified by resolution executed by the Secretary.

D. County: Shall mean Fairfax County, Virginia and/or any rules, regulations, or ordinances promulgated by officials of Fairfax County, Virginia that are applicable to MSTA.

E. Dues: Shall mean the applicable membership dues fee paid by any Active Membership, as such fee may be adopted by the Board, and as otherwise set forth in these Bylaws.

F. Equity Membership: Any Membership that is the owner of an Equity Share.

G. Equity Purchase List: Shall mean the list of any prospective members seeking to purchase an Equity Membership, when the maximum number of Equity Memberships exceeds the maximum number of Memberships allowed by these Bylaws. The list is maintained by the Board of Directors through the Membership Director in chronological order based on receipt of an application for Equity Membership and payment of the Application Fee.

H. Equity Purchaser: Any party that successfully completes an application for an Equity Membership, pays the Application Fee, Equity Share, Initiation Fee, Dues and Assessment (if any) and is accepted for Active Membership.

I. Equity Sale List: The list of any Equity Membership awaiting the sale of an Equity Share, which list is maintained by the Board in chronological order based on receipt of a written request to sell an Equity Share as set forth in these Bylaws.

J. Equity Share: Shall mean a share in the equity of MSTA purchased together with an Equity Membership, which shall entitle all individuals registered to the Equity Purchaser's Equity Membership to permanent membership in MSTA. The Equity Share must be sold to an incoming Equity Purchaser or forfeited to MSTA upon termination of the Equity Purchaser's Equity Membership. The Equity Share shall be \$475.00 or such amount as otherwise determined by the Board.

K. Inactive Status: Shall mean the election by an Equity Membership to curtail all membership privileges (exclusive of voting rights) associated with an Equity Membership for one Term of Membership as set forth in Article V.C below.

L. Majority Vote: Shall mean the vote, in person or by proxy, of more than 50% of the Equity Memberships voting at a duly called meeting of the Equity Memberships at which a Quorum

is present.

M. Member: Shall mean any individual person who is a party to an Equity Membership or Temporary Membership.

N. MSTA: Shall mean McLean Swimming and Tennis Association, a Virginia non-stock corporation, operating as a not for profit, private recreation and social club, and exempt from Federal income tax under Internal Revenue Code Section 501(c)(7), as such code section may be amended in future.

O. Quorum: Shall mean the minimum number of Equity Memberships required by these Bylaws to be present in person or by proxy at any meeting of the Equity Memberships for the election of directors or for the transaction of other business. Any Equity Membership that casts a vote, in person or by proxy, at a meeting shall be considered present for the purposes of establishing a Quorum.

P. Term of Membership: The Term of Membership for Equity Memberships shall begin on April 1 of each year and expire on March 31 of the following year. The Term of Membership for Temporary Memberships shall begin and end on the dates as adopted by resolution of the Board. During the Term of Membership any Member may participate in all MSTA activities and events and shall have access to MSTA facilities, subject to adopted operating hours, rules and procedures.

ARTICLE III. PRINCIPAL OFFICE AND REGISTERED ADDRESS

A. Principal Office: The principal office of MSTA shall be located at 1700 Margie Drive, McLean, Virginia, 22101.

B. Registered Address: The registered address shall be P.O. Box 391, McLean, Virginia, 22101.

C. Other Addresses: MSTA may maintain and establish from time to time other offices at which the activities of MSTA may be carried on or at which the meetings of the members may be held, at such location or locations as may be appointed from time to time by the MSTA Board.

ARTICLE IV. NOT FOR PROFIT SOCIAL CLUB

MSTA is a not for profit, private social and recreational club open to residents in the vicinity of McLean, Virginia. The purpose of MSTA is to further the pleasure, recreation and sense of community by providing opportunities for personal contact, commingling and face-to-face fellowship through tennis, swimming, and other outdoor recreational pursuits. MSTA shall be exempt from Federal income tax through Internal Revenue Code Section 501(c)(7), as such code section may be amended in future.

ARTICLE V. MEMBERSHIP

A. Authorized Memberships: The membership of MSTA shall be limited to 500 memberships or the maximum number of memberships allowed by the County, whichever is smaller. When the maximum number of Active Memberships is reached, no new Active Memberships shall be admitted to MSTA until a vacancy shall occur.

B. Classes of Membership: MSTA shall have the following classes of membership:

1. Equity Membership: Shall be a permanent ownership membership requiring the purchase of an Equity Share in MSTA. An Equity Membership shall automatically renew in April of each year and is entitled to one vote. The Members of an Equity Membership include any individual who permanently resides in the household address registered with MSTA.

2. Temporary Membership: The Board of Directors may from time to time create temporary, non-equity, non-voting memberships lasting no longer than one year, which membership shall pay Dues and other fees as determined by the Board in its discretion.

C. Guests: Any Active Member may bring guests, subject to such limitations, restrictions, regulations, guest fees and service charges as authorized by the Board from time to time. In any action of the Board pertaining to guests, the Board shall consider the paramount interest of the Members in their enjoyment of MSTA's facilities and shall also consider the importance of reasonable guest privileges for Members, the financial position of MSTA, and the ability of MSTA's facilities to support the Members and benefit the community.

D. Application for Membership: Any prospective member in making application for Active Membership and payment of the Application Fee, shall agree that upon approval of such application, the prospective member shall promptly pay any applicable Initiation Fees, Dues, Equity Share and Assessment, and/or such other fees as may be adopted by the Board of Directors from time to time, and then membership shall commence. If no Equity Memberships are available at the time such prospective member makes application, the prospective member may be added to the Equity Purchase List.

ARTICLE VI. MEMBERSHIP AND DUES

A. Dues

1. Equity Membership Dues: Dues for Equity Membership shall be payable annually in advance of the Term of Membership on or before April 1st. Dues paid for the next Term of Membership received on or before the last day of February may receive an "early bird" discount as adopted by the Board. Dues received after May 1 of the current Term of Membership shall be considered late and may be subject to a late fee as adopted by the Board. Any Equity Membership failing to pay Dues by May 31 of the current Term of Membership is subject to termination and the Equity Share may be forfeited to MSTA. The amount of the annual Dues associated with Equity Membership shall be fixed from time to time by the Board, provided that an increase greater than ten percent (10%) of such Dues from the last Term of Membership shall require approval by Majority Vote of the Equity Membership.

2. Inactive Membership Dues: Dues for an Equity Membership electing Inactive Status shall be payable upon election of Inactive Status as set forth in Article VII.A below. Inactive Status Dues are not subject to a discount for payment prior to the Term of Membership and may be subject to a late fee as adopted by the Board if an Equity Member fails to pay Dues and fails to timely elect Inactive Status. The amount of the annual Dues associated with an Inactive Membership shall be fixed from time to time by the Board.

3. Temporary Membership Dues: Dues for Temporary Memberships shall be fixed and payable as adopted by the Board from time to time.

4. Proration after July 15: Applications for any new Active Membership received after July 15 may have the applicable Dues prorated by an amount not to exceed twenty-five percent (25%), or as otherwise determined by the Board.

B. Application Fee: The Board may adopt an application fee to be levied against any prospective member for purposes of covering the administrative costs and expenses associated with processing a membership (the "**Application Fee**"). The Application Fee shall be nonrefundable and must be submitted by a prospective member at the time application for membership is made.

C. Initiation Fee: The Board may adopt an initiation fee to be levied against any Equity Membership for purposes of covering operating or capital costs and expenses of MSTA (the

“**Initiation Fee**”) as determined by the Board. The Initiation Fee shall be nonrefundable and is payable one time upon acceptance of the Member’s application and first payment of Dues.

D. Assessments: The Board may levy a special assessment on the Equity Membership (an “**Assessment**”) only with approval of two-thirds of the Equity Membership voting in person or by proxy at a duly called meeting of the Equity Membership at which a Quorum of thirty percent (30%) of the Equity Membership is present.

ARTICLE VII. INACTIVE STATUS; TERMINATION OF MEMBERSHIP

A. Inactive Status: Any Equity Membership may make written election for such membership to be placed in Inactive Status. Any membership placed in Inactive Status shall be required to pay Inactive Membership Dues and any Assessment, but shall otherwise be relieved from any further obligation to pay Dues for the applicable Term of Membership. Inactive Status shall automatically terminate at the end of the Term of Membership, except such Equity Membership requesting Inactive Status pursuant to a request for termination of such Equity Membership, as set forth below. Election for Inactive Status shall be barred after April 30 of the current Membership Term unless an Equity Membership is also seeking to terminate its Equity Membership as set forth below.

B. Termination of an Active or Equity Membership

1. By Request: Any Equity Membership may make written request to the Board to sell its Equity Share to an Equity Purchaser. The Board shall terminate such membership and return the Equity Share at such time as an Equity Purchaser makes application for such Equity Membership, and MSTA receives such Equity Purchaser’s full payment of the Application Fee, Initiation Fee, Equity Share, Dues and Assessment for such Equity Membership. If an Equity Purchaser is not immediately available the Equity Membership seeking termination may make one of the following elections:

(i) Add the membership to the Equity Sale List, pay all Dues and Assessments then due for the Term of Membership, and remain an Active Membership until an Equity Purchaser becomes available. If the membership is sold to an available Equity Purchaser on or before July 15 of the current Term of Membership, any Dues and Assessment paid by the selling Equity Member shall be refunded; or

(ii) Add the membership to the Equity Sale List, make written request for Inactive Status, and pay all Inactive Dues and Assessments then due for the current Term of Membership; or

(iii) Immediately terminate the membership and forfeit the Equity Share to MSTA, whereupon all membership obligations and privileges shall immediately cease.

No Equity Share, Dues, or Assessment shall be refunded to any Equity Membership requesting sale of its Equity Share, except as specifically set forth above.

2. For Cause. An Active Membership may be terminated for cause authorized by the Board. Cause includes, but is not limited to, failure to pay dues or violation of MSTA rules and regulations. Termination shall be automatic without further action required by the Board if a Member fails to pay Dues or Assessments within thirty (30) days of written request by the Board. Termination may be approved by a two-thirds vote of the Board provided, however, at least five (5) days prior to any such action, the Board shall notify the Member in writing of such pending termination, and the Member may within five (5) days of receipt of such written notice provide a written response rebutting such termination to the Secretary of MSTA, in which event, the Board may further consider the termination as it deems necessary. No Equity Share, Dues or Assessment

shall be refunded upon termination for cause.

ARTICLE VIII. MEETINGS OF MEMBERS

A. Annual Meeting: The Equity Membership shall meet annually for the election of the Board and for the transaction of such other business as may properly come before the Equity Membership at such place and at such time as shall be fixed by the Board of which due notice as required by these Bylaws, shall be given to each Member.

B. Special Meeting: A special meeting of the Equity Membership may be called at any time by the President, with the approval of the Board. The Equity Membership may request the President call a special meeting upon written request to the Board by not less than one hundred (100) Equity Memberships.

C. Notice: Notice of all meetings of the Equity Membership shall be delivered to the Equity Membership personally, by mail, or by electronic means, to the physical or electronic address of record with MSTA not less than ten (10) nor more than sixty (60) days prior to such meeting, setting forth the time, place and purpose or purposes of such meeting. Any meeting occurring between June 15 and September 15 shall also be announced by notice posted in a conspicuous place in the vicinity of the swimming pool at least fourteen (14) days in advance of the meeting.

D. Quorum: The presence of a Quorum of ten percent (10%) of the Equity Memberships is necessary to conduct business at any meeting of the Equity Membership. For some actions, these Bylaws require a Quorum greater than ten percent (10%). If a Quorum is not present at any meeting, those Equity Memberships present in person shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a Quorum shall be present, at which time any business may be transacted which might have been transacted at the meeting as originally noticed.

E. Electronic Voting: At the Board's discretion, any approval required by the Equity Membership pursuant to these Bylaws may also be conducted through electronic balloting; provided such balloting allows for the electronic voting software provider to accurately tally votes and defend the result, and maintains the secrecy of all votes cast.

ARTICLE IX. COMMITTEES OF DIRECTORS

The Board may, by resolution as adopted by a majority of the Board, designate one or more committees. The committee(s) will consist of at least one member of the Board, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board in the management of the business and affairs of MSTA as authorized to that committee and may authorize the seal of MSTA to be affixed to all papers which may require it. The committee(s) shall keep regular minutes of their proceedings and report the same at each meeting of the Board. Other committee(s) with limited authority may be designated by a resolution as adopted by the Board.

ARTICLE X. DIRECTORS

A. Number of Directors: The affairs of MSTA shall be managed by a Board numbering at a minimum of eleven (11) directors and no more than fifteen (15) directors.

B. Term of Directors: Except as set forth below, each term of a Director shall be for a period of two (2) years. The terms shall be staggered so that at any time at least one-third of the Directors are in the first year of their term. The term beginning in September 2020 must consist of seven (7) Directors serving a two-term with the remaining elected Directors serving a one-year term. For all terms beginning in September 2020, the elected Directors may decide amongst themselves the length of term to be served at the initial meeting of those Directors. For the terms beginning in September 2020, should the Directors not be able to determine the length of terms each will serve,

the Directors shall draw lots to determine length of service.

C. Election of Directors: For each expiring term of a Director, the Members, by plurality vote at the Annual meeting of the Equity Membership, shall elect a Member of the Equity Membership to serve such expiring term. Such elected Director shall have been nominated by an Equity Membership and shall have accepted such nomination prior to the vote of the Equity Membership.

D. Removal of Directors: In the event a Director dies or resigns prior to the end of his or her term, the Board may appoint an interim Director to the Board for the remainder of the unexpired term.

E. Powers of Directors

The Board of Directors shall have the power to:

1. Adopt and publish the rules and regulations governing the use of MST A, and the personal conduct of the Members and their guests at MST A, and to establish penalties for the infraction of such rules and regulations.

2. Suspend the right to use MST A and the voting rights of a Member for an infraction of any published rules and regulations or during any period in which such Member is in default of the payment of any Dues or Assessment levied by MST A.

3. Exercise for MST A all powers, duties and authority vested in or delegated to MST A and not reserved to the Equity Membership by other provisions of these Bylaws, the Articles of Incorporation or law, including adopting policies and procedures for the management of all business aspects of MST A and the duties of directors, and subcommittees.

4. Declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board.

5. Employ and prescribe the duties of such companies, contractors or other employees of MST A as the Board deems necessary to ensure the purpose of MST A is met.

F. Board of Director Meetings; Books and Records: The Board may hold its meetings and may keep the books of MST A within the Commonwealth of Virginia at such time and places as may be determined from time to time by resolution of the Board. Special meetings of the Board may be called by the President on three (3) days' notice to each director personally, by mail or by electronic means. Special meetings shall be called by the President or Secretary in like manner on the written request of two directors.

G. Quorum for Board Meetings: At all meetings of the Board, the presence of a majority of the Directors in office shall be necessary to constitute a quorum, and sufficient for the transaction of business and any act by a majority of the Directors present at a meeting of the Board at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law, the Articles of Incorporation or these Bylaws.

H. Qualifications: Any Member of an Equity Membership at least eighteen (18) years of age may be a candidate for the Board of Directors.

I. Compensation: Directors shall serve without compensation, except as recognition of the time and effort expended on behalf of the Members, and each Director shall receive a Dues waiver equal to fifty percent (50%) the Dues.

ARTICLE XI. OFFICERS

A. Election of Officers: For purposes of ensuring continuity of leadership and the passing of information, the first meeting of the Board following the annual meeting of the Equity Membership shall be a joint meeting to include the outgoing Directors and the incoming Directors. The incoming Board shall elect officers for the ensuing year from among the incoming Directors. Officers must be a Member of a Equity Membership. The Officers shall be as follows: President, Vice President, Secretary, and Treasurer, each of whom shall serve for one year. No person may hold more than one office at one time.

B. Additional Officers: MSTA may have such other officers, agents and employees as shall be determined from time to time by the Board. Officers, agents and employees shall be appointed by the Board, committees of Members or such other official bodies or officers as shall be provided in the Bylaws or as shall be determined from time to time by resolution passed at any meeting of the Board.

C. Powers and Duties of the President: The President shall preside at all meetings of the Equity Membership, have power to sign and execute all contracts and instruments of conveyance in the name of MSTA, and to appoint and discharge agents and employees; provided, however, appointment or discharge of the swimming pool manager shall be subject to the approval of the Board. The President shall have general and active management of the business of the MSTA, and shall perform all the duties usually incident to the office of the President. The President shall execute the mandates of the Board.

D. Powers and Duties of the Vice-President: The Vice-President shall have such powers and perform such duties as may be delegated to him or her by the President. In the absence or disability of the President, he shall perform the duties and exercise the powers of the President.

E. Powers and Duties of the Secretary: The Secretary shall keep the minutes of all meetings of the Board, of the Equity Membership, and any other meeting to which the Secretary is designated by the President to attend. The Secretary shall have charge of the books and records of Members, and such other books and papers as the Board may direct, and shall perform in general all the duties incident to the office of secretary, subject to the control of the Board and submit such reports to the Board as may be requested.

F. Powers and Duties of the Treasurer: The Treasurer shall have custody of all funds and securities of MSTA. When necessary or proper, the Treasurer endorse on behalf of MSTA for collection all negotiable instruments and shall deposit the same to the credit of MSTA in such bank or banks as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of the MSTA account, cause to be entered regularly the books of MSTA, to be kept for that purpose, a full and accurate account of MSTA. The Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board. The Treasurer shall give a bond of the faithful discharge of his or her duties in such amount as the Board may require and MSTA shall pay the premium for such bond.

ARTICLE XII. NOTICES, WAIVERS AND VOTING

A. Notices: All notices shall be delivered according to Article VIII.C above.

B. Waivers of Notice: Whenever any notice is required to be given by law, or under the provisions of the Articles of Incorporation or of these Bylaws, a waiver of that notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in such notice, shall be deemed equivalent to receipt of the notice unless such waiver is expressly prohibited by law.

C. Voting: At meetings of the Equity Membership of MSTA, each Equity Membership

duly registered in the books of MSTA at least fifteen (15) days prior to any such meeting, may cast one vote. It shall be the duty of the Secretary to prepare and make, at least five (5) days before every election, a complete list of the Equity Memberships of MSTA entitled to vote and such list shall be open for inspection by any Equity Membership and shall be produced at the time and place of such election and kept there until the election is concluded. The President shall appoint inspectors and tellers as required.

ARTICLE XIII. PROXIES

A. When Authorized: When authorized by the Board, proxies may be cast by an Equity Membership at any meeting of the Equity Membership, upon specific proposals or resolutions.

B. How Cast: When a proxy is authorized by the Board, the Secretary shall transmit to the Equity Membership, a proxy in such form as prescribed by the Board. Such proxy must be returned to the Secretary fully executed and in proper form by a Equity Membership on or before the day prescribed by the Board for the taking of the vote on the proposition involved.

ARTICLE XIV. AMENDMENTS OF BY-LAWS

These Bylaws may be amended, repealed or replaced by a two-thirds vote of the Equity Membership at a duly called and noticed meeting of the Equity Membership at which a Quorum of thirty percent (30%) of the Equity Membership is present.

ARTICLE XV. MISCELLANEOUS

A. Execution of Corporate Paper: All written obligations of MSTA shall be executed by the President, Vice-President or Treasurer. A writing proposing to be a written obligation of MSTA but failing to have the required signatures shall not be a binding obligation of MSTA.

B. Authority to Execute Papers: No written obligation, agreement, contract or order shall be binding upon MSTA without the prior approval of the Board, except as to matters involving less than \$1,000.00.

C. Corporate Books and Records: Corporate books and records shall be open to inspection by Equity Memberships by written request during normal business hours of usual business days, and at such times as may be fixed by the President and such inspection shall take place at the customary place of keeping such books and records.

D. Fiscal Year: The fiscal year of MSTA shall begin on the first day of January and terminate on the thirty-first day of December of each year.

E. Corporate Seal: The MSTA seal shall have inscribed there on the name of MSTA the year of its organization, and the words "Corporate Seal." The Corporate seal shall be kept by the Secretary.

F. Financial Statement: The Board shall cause to be prepared a statement of financial and physical condition of MSTA. This statement shall be made available to any Equity Membership attending the annual meeting, or upon specific request.

G. Dividends and Refunds: There shall be no dividends to Members. There shall be no refunds to Members except as otherwise provided in these Bylaws.

H. Rules of Procedure: Unless otherwise provided for by law, the Articles of Incorporation, or by these Bylaws, rules of procedure governing meetings of the Equity Membership or of the Board shall be those of Robert's Rules of Order, as revised from time to time.

I. Checks of MSTA: The MSTA Treasurer may authorize checks of MSTA in amounts

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less than \$4,000. Checks in amounts over \$4,000 shall be authorized by the Treasurer and at least one other Officer of the Board (i.e.,the President, the Vice-President, or the Secretary).

J. Singular Includes Plural, etc.: Wherever in these Bylaws reference is made to the singular or the masculine gender such reference shall apply to the plural and the female gender with equal force wherever the context requires the same.

K. Sale of Land: MSTA shall not dispose of any real property except in accordance with such approval as may be granted by a two-thirds vote of the Equity Membership voting on such disposition at a duly called meeting of the Equity Membership at which a Quorum of thirty percent (30%) of the Equity Membership is present.

Duly adopted by a Majority Vote of the Membership on this _____ day of _____, 2019, as certified by the Secretary of the Board of Directors:

Cambra Donelson, Secretary