

BY-LAWS
OF
MCLEAN SWIMMING AND TENNIS ASSOCIATION
* * * *

ARTICLE I

NAME

The name of the Corporation is

MCLEAN SWIMMING AND TENNIS ASSOCIATION

ARTICLE II

PLACE OF MEETINGS AND ACTIVITIES

1. The principal office of the Corporation shall be located in McLean, Virginia, at the site of the pool.
2. The Corporation may maintain and establish from time to time other offices at which the activities of the Corporation 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 Board of Directors of the members of the Corporation.

ARTICLE III

MEMBERSHIP

1. Number - The membership of this Corporation shall be limited to a maximum of four hundred and fifty (450) members. When the maximum number of members shall have been reached, no new members shall be admitted to membership until a vacancy shall occur. The members shall be all of one class and shall be known as Active Members.
2. Definition - A member is a person who holds a certificate of membership and must at the time of acquisition of said certificate be a bona fide resident of, or the owner of a house within the Greater McLean area of the Commonwealth of Virginia. A certificate of membership made out to a husband and wife shall be held by them as tenants by the entirety. A holder of a certificate of membership shall be a life member. A membership may not be transferred. Greater McLean Area in these By-Laws shall include the area served by the McLean Post Office as shown on the Greater McLean and Vicinity Fairfax County map published by W. Robert Cory in 1970, plus such other adjacent areas of Fairfax County as the Board of Directors may from time to time designate.
3. Membership Privileges - Members of the Corporation may use the swimming pool and other facilities upon payment of annual dues as hereinafter provided for. Unmarried and dependent children may use the swimming pool and facilities without payment of dues. Any permanent occupant may use said facilities without payment of dues, provided that the names of said persons had previously been designated on the member's application and that the Board of Directors had specifically approved the persons so listed. Members, including children of members may bring guests, subject to such limitations, restrictions, regulations, *guest fees* and service charges as the Board of Directors may from time to time provide. In any action of the Board of Directors pertaining to guests, the Board shall consider the paramount interest of the members and their immediate families in their enjoyment of the Corporation's facilities and shall also consider the importance of reasonable guest privileges for members and occupants of their households, the financial position of the Corporation, and the ability of its facilities to benefit the community.
4. Qualifications - Any adult person of good moral character who is a resident of the Greater McLean area of Virginia may make application for membership in this Corporation in person to any member of the Board of Directors on forms to be provided by the Corporation for that purpose. Each applicant in making application shall

agree that upon approval of his application for membership by the Board of Directors of this Corporation, he shall promptly pay all fees, dues and charges which shall be prescribed by the Board of Directors pursuant to authority contained in the By-Laws of the Corporation. Membership shall commence upon approval of the application for membership by the Board of Directors and payment of such fees and dues as shall have been fixed as hereinbefore provided.

ARTICLE IV.

MEMBERSHIP AND DUES

1. The admission fee for members shall be \$475 after 1 February 1960; provided, however, that the Board of Directors may approve a greater amount for members admitted subsequently to the initial subscription. The admission fee shall be paid to the Treasurer of the Corporation within ten (10) days after written notice shall have been given to the newly elected member, and in default of payment thereof he shall be deemed to have declined membership in the Corporation. If the admission fee be not paid within such allotted time, the Board of Directors upon satisfactory explanation given by such person may thereafter at its discretion accept the admission fee and admit such person to membership.

2. The dues of all members shall be payable annually in advance on the first day of April. The amount of the annual dues shall be fixed from time to time by the Board of Directors, provided that the amount of any increase in dues in any one year shall not exceed ten percent of the dues for the preceding year. The Board of Directors may allow a discount on the standard dues amount for members making early payment. A member who has failed to pay dues by the first day of April shall be deemed to be in default for purposes of Art. VI, Par. (1) and may be charged a penalty payment in addition to the standard dues amount to retain membership. If payment of dues and any penalty payment are not received by May 1, the membership shall cease, per Art. VI, Par. (1).

3. The Board of Directors shall not have the power to levy any general assessment on the members of the Corporation or enforce payment of any amount beyond the annual membership dues without approval of the majority of the membership.

ARTICLE V

WITHDRAWAL FROM MEMBERSHIP

1. Any member may at any time address a written request to the Board of Directors that the Corporation remove his/her name from the list of members and that he be relieved from any further obligation to pay dues and by this same written notice and demand require the Corporation to redeem said certificate, provided there is an immediate purchaser available on the waiting list. The redemption price is to be the difference between any arrearages and the current membership fee or the original fee paid by the member, which ever is the lesser. Should there be no waiting list, the holder may elect to return the certificate to the Corporation with the understanding that the Corporation will attempt to find a new member, at which time the original holder's certificate will be redeemed. It is further understood that the said redemption will not be made until and unless the Corporation is fully subscribed.

2. Sale of House – In addition to the two alternatives in paragraph 1 above, the holder of a certificate, upon the sale of his/her house, may nominate a buyer of his/her house as a new member, regardless of the status of the wait list. If said buyer is acceptable to the Board of Directors, he shall be given priority over the current waiting list, if any; he shall then be required to pay the current membership fee. Upon acceptance of this new member by the Corporation, the original holder's certificate shall be redeemed in the amount specified in paragraph 1 above.

3. Rental of House – the holder of a certificate of membership, upon the rental of his/her house and departure from the Greater McLean area, may elect to continue his membership by continuing to pay all dues and fees, or he may permit his tenant to make use of the facilities of the Association, provided that such tenant is acceptable to the Board of Directors and that thirty-day notice in writing has been given to the Board of Directors, and provided further that the holder agrees to be primarily liable for all dues and fees. The holder of a certificate of membership may, upon his/her departure from the Greater McLean area, further select to return said certificate of membership to the Corporation for the purpose of obtaining a person or persons who desire to rent, for a temporary and designated period, the rights and privileges of which accompany said certificate of membership. By making this

election, the holder relinquishes all rights and privileges in regard to the use of said facilities until such time as he returns to the Greater McLean area and provided that he has complied with all provisions and notices required by the Board of Directors at the time such election is made. He shall remain liable for the payment of any portion of the annual dues if the Board should be unable to rent the membership privileges. The Board of Directors shall determine the rental fee to be paid, which fee shall be retained by the Corporation.

4. Rental of Membership – The holder of a certificate of membership who remains in his residence in the Greater McLean area may elect to return said certificate of membership to the Corporation for the purpose of obtaining a person or persons who desire to rent for a temporary designated period, the rights and privileges which accompany said certificate of membership. By making this election, the holder relinquishes all rights and privileges in regard the use of said facilities until such time as he wishes to withdraw the rent of his/her membership and provided that he has complied with all the provisions and notices required by the Board of Directors at the time such election is made. He shall remain liable for the payment of any portion of the annual dues if the Board should be unable to rent the membership privileges. The Board of Directors shall determine the rental fee to be paid, which fee shall be retained by the Corporation. Such rentals will be offered by the Board only after the assignment of all rentals provided for in Section 3 above.

ARTICLE VI

SUSPENSION FROM MEMBERSHIP

1. Default – If a member is in default of the payment of dues or any other fees, a notice shall be sent to said member that unless the dues are paid within one month thereafter, the membership will cease; and if dues shall not be paid according to such notice, the membership in question shall cease. The member may notify the Board of Directors, setting forth the reasons for default and the Board may, in its discretion, reinstate membership upon the payment of arrearages.

2. Expulsion for Cause – A certificate of membership may be rendered null and void by action of the Board of Directors, upon two-thirds vote of their entire membership, for cause; provided, however, at least five (5) days prior to any such action, the Board of Directors shall cause to be served upon the member a bill of complaint showing grounds for the action sought, and the member may within five (5) days or such additional time as the Board of Directors may specify file with the Secretary of the Corporation his reply in writing, in which event, the Board of Directors shall consider said reply in reaching determination of the matter. The Board of Directors, in its discretion, may return the difference between arrearages and the current or initial membership fee, whichever is the lesser.

3. Divorce – In the event of the divorce of a husband and a wife who hold a certificate of membership, their certificate shall be then and there rendered null and void; provided, however, if one spouse releases his or her interest therein to the other, in writing, then in such event the Corporation upon receipt of notice of the divorce and of the said writing, shall forthwith issue a substitute certificate to the spouse in whose favor such release has been then made, and this shall be done without any cost.

ARTICLE VII

MEETINGS OF MEMBERS

1. The members of the Corporation shall meet annually for the election of directors and for the transaction of such other business as may properly come before the meeting at such place and at such time as shall be fixed by the Board of Directors of which due notice as hereinafter required, shall be give to each member.

2. A special meeting of the members of the Corporation may be called at any time by the President of the Board of Directors, provided he first obtains consent in writing of not less than twenty-five (25) members. A special meeting shall be called by him/her upon the request in writing of not less than one hundred (100) members.

3. Notice of a special meeting of the members shall be served either personally or by mail not less than ten (10) nor more than thirty (30) days previous to such meeting, upon each member of the Corporation in good standing at his address as it shall appear on the books of the Corporation, setting forth the time, place and purpose or purposes of such meeting. Notice of annual meetings, if occurring during the regular season, (between the first day

of June and the middle of September) may be delivered by mail up to ninety (90) days in advance of the meeting date, provided that said meeting is also 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.

4. The presence of ten percent of the members entitled to vote, present in person is requisite and shall constitute a quorum at all meetings of members for the election of directors or for the transaction of other business except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If such number of members shall not be so present in person, those present in person shall have the power to adjourn the meeting from time to time, 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.

ARTICLE VIII

COMMITTEES OF DIRECTORS

1. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required. Other committees with limited authority may be designated by a resolution adopted by a majority of the Directors. One permanent committee designated in accordance with the above shall be the Operations and Rules Committee. Inasmuch as the Corporation property is located in the West Lewinsville area, at least one member of this committee shall always be a resident of the West Lewinsville Heights Subdivision. . . .

2. The Board of Directors shall, in accordance with the above, designate as a permanent committee a Financial Review Committee which shall, from time to time, and no less frequently than once each fiscal quarter, review the accounts of the Corporation. The Financial Review Committee shall report to the Board its findings and may, if it determines a need for such, request that the Board cause to be conducted an independent audit of the Corporation's financial books and records. The Financial Review Committee shall consist of the President and at least one other Director who is not the Treasurer.

ARTICLE IX

DIRECTORS

1. The affairs of the Corporation shall be managed by a board fifteen (15) directors.

2. The directors shall be selected by the members by plurality vote at each annual meeting of the members and each director shall serve for a term of one year and until his/her successor is duly chosen and shall qualify.

3. Any vacancy in the Board of Directors caused by death, resignation, removal, or otherwise, including a vacancy caused by an increase in the total number of directors by not more than two shall be filled by the remaining directors, though less than a quorum, by the election of a successor, to serve out the unexpired term. Or in the case of an increase in the number of directors, to serve until the next ensuing annual meeting of members, and, in either case, until their respective successors are chosen and qualify.

4. In addition to the powers by the By-Laws expressly conferred upon them, the Board of Directors may exercise such powers and do such lawful acts and things as are not by statute or the Articles of Incorporation or by these By-Laws required to be exercised by the members or officers.

5. The Board of Directors may hold their meetings and may keep the books of the Corporation within the State of Virginia at such time and places as may be determined from time to time by resolution of the Board of Directors.

6. Special meetings of the Board of Directors may be called by the President on three days' notice to each director either personally or by mail; special meetings shall be called by the President or Secretary in like manner on the written request of two directors.

7. At all meetings of the Board of Directors, 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 or a majority at a meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these By-Laws.

8. Qualifications: Any holder of a certificate of membership in good standing (including a head of household, a husband and/or wife) may be a candidate at large for the Board of Directors.

9. Directors shall serve without compensation, except as may be received in the form of a waiver of dues payment in accordance with the following limits and conditions. As recognition of the time and effort expended on behalf of the general Membership, each active board member shall receive a dues waiver equal to one-half (50%) of annual dues. An individual may be awarded a maximum of three (3) consecutive waivers in any ten (10) year period.

ARTICLE X

OFFICERS

1. At the first meeting of the Board of Directors following the first meeting of the members of the Corporation, the Board shall elect officers to serve until the first Annual meeting; thereafter, At the first meeting of the Board of Directors following the Annual meeting of the members of the Corporation, the Board shall elect officers for the ensuing year. Officers must be members of the Corporation and must be residents of the Greater McLean area. The officers shall be elected from among the Directors. Upon the discontinuance of an officer's residence in said area for more than ninety (90) days, the Board of Directors shall forthwith declare his office as vacant and proceed to elect his/her successor. Officers shall serve without compensation. The officers shall be as follows: President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, each of who shall serve for one year. No person may hold more than one office at one time.

2. The Corporation may have such other officers, agents and employees as shall be determined from time to time by the Board of Directors, which officers, agents and employees shall be appointed by the Board of Directors, committees of members or such other official bodies or officers as shall be provided in the By-Laws or as shall be determined from time to time by resolution passed at any meeting of directors.

3. Powers and Duties of the President – The President shall preside at all meetings of the members of the Corporation. He shall have power to sign certificates of membership, to sign and execute all contracts and instruments of conveyance in the name of the Corporation 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 of Directors. He shall have general and active management of the business of the Corporation, and shall perform all the duties usually incident to the office of the President. The President shall execute the mandates of the Board of Directors.

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

5. Powers and duties of the Secretary – The Secretary shall keep the minutes of all meetings of the Board of Directors, of the members of the Corporation, and any other meeting to which the Secretary is designated by the President to attend, in books provided for the purpose; he shall attend to the giving and serving of all notices; he shall sign with the President, or with the Vice-President, in the name of the Corporation, all contracts and instruments of conveyance and shall affix the seal of the Corporation thereto; he shall have charge of the books of certificates of membership, and such other books and papers as the Board of Directors may direct, and he shall perform in general all the duties incident to the office of secretary, subject to the control of the Board of Directors. He shall submit such reports to the Board as may be requested by them.

6. Powers and Duties of the Assistant Secretary – The Assistant Secretary shall have such powers and shall perform such duties as the Secretary in the absence or unavailability of the Secretary, and in addition, he shall have specific duties as shall be delegated to him/her by the Secretary.

7. Powers and Duties of the Treasurer – The Treasurer shall have custody of all funds and securities of the Corporation which may come into his hands; when necessary or proper he shall endorse on behalf of the Corporation for collection all negotiable instruments and shall deposit the same to the credit of the Corporation in such bank or banks as the Board of Directors may designate. Whenever required by the Board of Directors he shall render a statement of his/her case account; he shall cause to be entered regularly the books of the Corporation, to be kept for that purpose, a full and accurate account of the Corporation. He shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors. He shall give a bond of the faithful discharge of his duties in such amount as the Board of Directs may require and the Corporation shall pay the premium for such bond.

8. Powers and Duties of the Assistant Treasurer – The Assistant Treasurer shall have such powers and shall perform such duties as the Treasurer in the absence or unavailability of the Treasurer, and in addition he shall have specific duties as shall be delegated to him/her by the Treasurer.

ARTICLE XI

NOTICES, WAIVERS AND VOTING

1. Notices – All notices mentioned in these By-Laws shall be mailed or delivered to the address of the person entitled thereto shown on the books of the Corporation, and the delivery of the same shall constitute good notice.

2. Waivers of Notice – Whenever any notice whatever is required to be given by law, or under the provisions of the Certificate of Incorporation or of these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto unless such waiver is expressly prohibited by law.

3. Voting – At meetings of the members of the Corporation, each holder of a certificate of membership, duly registered in his/her name in the books of the Corporation at least fifteen (15) days prior to any such meeting, may cast one vote. In the case of a certificate of membership held by a husband and wife, either of the two 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 members of the Corporation entitled to vote and such list shall be open for inspection by any member 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 XII

ABSENTEE BALLOT

1. When Authorized - Absentee ballots may be cast by an absent member upon specific proposals or resolutions when such absentee ballot is specifically authorized by the Board of Directors.

2. How Cast – When an absentee ballot is authorized by the Board of Directors, the Secretary shall transmit to any member, upon request in writing being made of him/her by such member, an absentee ballot in such form as prescribed by the Board. Such ballot must reach the Secretary of the Corporation on or before the day prescribed by the Board of Directors for the taking of the vote on the proposition involved.

ARTICLE XIII

AMENDMENTS OF BY-LAWS

1. Amendment by Members Only – These By-Laws may be amended or new By-Laws made by action of the members of the Corporation only. By-Laws may similarly be repealed.

2. Amendment Procedure – Amendment, repeal or making of new By-Laws shall be made in the following manner: notice of the proposed amendment, repeal or new By-Law shall be mailed or delivered to each member of the Corporation at least fifteen (15) days prior to any meeting at which such proposal shall be considered. Action by the members of the Corporation shall require majority vote of the entire membership.

ARTICLE XIV

MISCELLANEOUS

1. Execution of Corporate Papers – All written obligations of the Corporation shall be executed by the President or Vice-President and Secretary or Assistant Secretary and shall be solemnized by the affixation of the Corporate seal. No obligation in writing of the Corporation failing to have the required signatures or the Corporate seal shall be binding upon the Corporation.

2. Authority to Execute Papers – No obligation on the part of the Corporation shall be entered upon without the prior approval of the Board of Directors except as to matters involving less than \$1,000.00.

3. Corporate Books and Records – Corporate Books and Records shall be open to inspection by members 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.

4. Fiscal Year – the fiscal year of the Corporation shall begin on the first day of January and terminate on the thirty-first day of December of each year.

5. Corporate Seal – The Corporation seal shall have inscribed there on the name of the Corporation, the year of its organization, and the words “Corporate Seal.” The Corporate seal shall be kept by the Secretary.

6. Financial Statement - The Board of Directors shall cause to be prepared a statement of financial and physical condition of the Corporation. This statement shall be made available to members of the Corporation attending the annual meeting, or upon specific request.

7. Dividends and Refunds – There shall be no dividends to members of the Corporation. There shall be no refunds to members except as otherwise provided in these By-Laws.

8. Certificate of Membership – A certificate of membership shall be issued to each member in such form as prescribed by the Board of Directors. A single certificate of membership shall be issued to a husband and wife as tenants by the entirety.

9. Lost Certificate – Any person claiming a certificate of membership to be lost or destroyed shall make an affidavit or affirmation of that fact, whereupon after the expiration of thirty (30) days from the filing of such affidavit or affirmation with the Secretary of the Corporation, a new certificate shall be issued of the same tenor and shall bear on its face language to the fact that the same is a substitute issued in place of a lost or destroyed certificate.

10. Restrictions on Transfer of Certificate to be Placed on Certificate – All restrictions on transfer of certificates of membership shall be placed thereon in suitable language as prescribed by the Board of Directors.

11. Rules of Procedure – Unless otherwise provided for by law, the certificate of incorporation, or by these By-Laws, rules of procedure governing meetings of members of the Corporation or of the Board of Directors shall be those of Robert’s Rules of Order, as revised from time to time.

12. Checks of the Corporation - Either the Treasurer or the Assistant Treasurer of the Corporation may sign checks of the Corporation in amounts less than \$4,000; as to checks in excess of that amount, there shall be

signatures of any two of the following officers: the President, the Vice-President, the Secretary, and the Treasurer.-In the absence of the Treasurer, the Assistant Treasurer may be sign in combination with the President, Vice-President, or Secretary.

13. Singular Includes Plural, etc. – Wherever in these By-Laws 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.

14. Sale of Land – The Corporation shall not dispose of any real property except in accordance with such approval as may be granted by a majority of the members voting on such disposition at a regular or special meeting of the members.