

Mosby Woods Recreation Association, Inc.

Bylaws

I. General

- A. The purpose of the Mosby Woods Recreation Association, Inc. (the “Association”) shall be as stated in its Certificate of Incorporation.
- B. The community served by the Association shall be all residents of the Mosby Woods subdivision in the City of Fairfax and the surrounding neighborhoods in both the City and County of Fairfax. Members shall be known as General Members (hereinafter called “Member(s)”).

II. Members

- A. The membership of the Association shall be those who apply and are admitted as Members.
- B. Membership is structured by households. A household is all individuals residing at the same location (house/mailling address). There must be at least one adult member in each household. An adult member is defined as any person 18 years of age at the time of application or the pool opening date (whichever is later). The adult member is responsible for the conduct of all members within the household. It is acceptable for unrelated individuals who are residing at the same address either for the summer or year-round to be considered as members of the household if proof of residency is provided as of the time of dues payment. In addition, proof of residency must be provided for related family members aged 22 years and older as of the date the pool opens.
- C. If the household moves from one location to another location and wishes to remain a member, they may do so without having to pay the initiation fee again (though any outstanding balance against the initiation fee carries forward).
- D. Each household must pay an initiation fee and annual dues as required by the Board of Directors of this Association (hereinafter called the “Board”). Households and their occupants are considered applicants until such time as the Director of Membership and, if required, the Board, has considered their application. Once approved by the Director of Membership and, if required, the Board, the household is accepted as members. The initiation fee may be paid over 3 years on a payment plan or paid in full at a discounted rate the first year joined.
- E. Membership may not be divided between households. If some members of an existing household move into a new location and wish to be members, then the members of the new household must pay an initiation fee.
- F. Membership is not transferable. When a member household moves to a new location the individuals moving into the vacated location must pay the initiation fee if they wish to become members (unless they are existing pool members).
- G. A Member will be in good standing if dues, fees and assessments are paid in a timely fashion.
- H. A Member may resign from the Association by written notice to the Director of Membership, or may be suspended or terminated by the Board of Directors for non-payment of dues or fees, or for other cause as determined at the sole discretion of a majority of the Board of Directors voting at a meeting with an appropriate quorum. A suspended member will not be admitted as a guest of a member in good standing. The suspension and guest restriction will apply to all members of the household until the balances due have been paid in full.
- I. A special class of members shall exist at the discretion of the board for those that apply as a large group. Such members will not have full Members rights. Their use of the pool will be restricted as determined by the board and will not interfere with the use of the pool by Members. They will have a separate fee structure as determined by the board. Such members

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will have no voting rights.

- J. Membership will be capped at a threshold determined by the Board. When this threshold is reached, the pool will institute a waitlist. As memberships become available they are offered to families/individuals on the waitlist in the order they were placed.
- K. Memberships can be deferred, as determined by the Board. All membership privileges will be deferred until such time as the membership is reactivated.

III. Board of Directors

- A. The affairs of the Association shall be governed by the Board, which shall consist of fourteen (14) Officers and Directors elected from the Association. The immediate Past-President shall be an ex-officio member of the Board for a two-year term. The Board shall act as both the administrative and policy body of the Association. All members of the Board shall be Members of the Association.
- B. The Board includes all Officers and all Directors.
- C. The Officers of the Board are: President, Vice President for Operations, Vice President for Buildings and Grounds, Vice President for Membership, Vice President for Competitive Activities, the Treasurer and the Secretary. All other members of the Board are Directors.
- D. All Officers are also Directors.
- E. Officers may enter into contracts on behalf of the Board within the financial limits set by the Board in the budget presented to Members at the Annual Membership Meeting or within the financial limits set by Board voting at a meeting with an appropriate quorum. Any contract signed by an Officer must be presented to the Secretary. The Secretary will maintain all copies of contracts and include the contract in the agenda of the next Board meeting.
- F. The Officers shall rank in the order named and shall have the below listed duties and responsibilities:
 - 1. The President shall call and preside over meetings of the Members and the Board. With the advice and consent of the Board, the President shall appoint and remove chairpersons and members of all Board committees; shall be an ex-officio member of all committees except the Nominating Committee and the Financial Review Committee; shall act as chief executive of the Association and maintain general control and supervision over its affairs. He/she shall monitor the application and ensure the effectiveness of the Board's Operating Rules as established by the Board and suggest such rule changes as he/she feels are necessary. The President may delegate, with the Board's approval, the execution of any responsibility to another Officer or Director when such action is deemed in the best interest of the Association. The President will specify to the Nominating Committee 6 additional Directors of the Board to fulfill specific tasks such as managing the Pool's website, coordinating social activities, and operating a snack bar. The offices of the Officers and the Secretary must exist in every Board organization. With approval of a majority of the Board members, the President may authorize the expenditure of funds up to \$50,000 and not to exceed existing funds in the case of an emergency that would result in the pool not being able to operate. Subject to approval by the Board, the President shall be authorized to appoint such special committees from among the Directors or Members when considered necessary or expedient for the welfare of the Association. Such committees shall not abrogate or assume the normal duties and responsibilities of the Officers or Directors of the Association.

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2. The Vice President for Operations shall have and exercise the powers, authority and duties of the President during his/her absence. In the event of a vacancy in the office of the President as certified by the Board, the Vice President shall become President for the unexpired term. He/she shall monitor the application and ensure the effectiveness of the Association's Pool Operating Rules as established by the Board and suggest such rule changes as he/she feels are necessary. He/she shall be responsible for the Pool Rules and ensure the rules are kept current and posted for all Members' knowledge. The Vice President of Operations shall ensure that the Pool Manager, Assistant Manager and all of the guards are aware of the Pool Operating Rules.
3. The Vice President for Buildings and Grounds shall be responsible for the maintenance of the Associations' buildings, equipment and grounds. He/she shall also be responsible for the procurement of supplies and services approved by the Board and in compliance with the Board Operating Rules.
4. The Vice President for Membership shall conduct the transactions of membership and update and distribute the membership application process as required. He/she shall be responsible for the collection of all annual fees, late fees, initiation fees and penalties. He/she shall deposit and transmit receipts of such collections to the Treasurer. He/she shall maintain the membership files and record books of the Association. He/she shall monitor the application and ensure the effectiveness of the Board's Membership Policy as established by the Board and suggest such rule changes as he/she feels are necessary. He/she shall propose annual dues, initiation fees and penalties to the Board. He/she shall also propose guest fees and rules to the Board.
5. The Association supports competitive activities at the pool and as such a Vice President for Competitive Activities (Swim Team). He/she shall be the Association's liaison to the Northern Virginia Swimming League. He/she shall provide financial information to the Treasurer to be included in the Board's periodic financial reports. He/she shall monitor the application and ensure the effectiveness of the Board's Lock-in Policy as established by the Board and suggest such rule changes as he/she feels are necessary. The Vice President for Competitive Activities may at his/her discretion appoint coordinators to oversee each of the above designated activities, including an authorized representative to serve as a liaison to the Board. If appointed, this authorized representative will be considered a Director and have the authority to vote for the Vice President for Competitive Activities (Swim Team). Additionally, if the Vice President for Competitive Activities is from the same household as another Board member, he/she must utilize an authorized representative for the board.
6. The Treasurer shall be responsible for receipt, custody, and disbursement of all Association funds. He/she shall keep the necessary accounts and shall provide a financial report at each meeting of the Members and of the Board. The Treasurer shall have authority to draw checks and disburse funds in the name of the Association within the limit of the budget approved annually by the Board. The Treasurer shall prepare such tax and financial reports required by any local, state and/or Federal agency. He/she shall administer a petty cash fund as authorized by the Board. The Treasurer shall invest Association funds in accordance with provisions of these bylaws as they pertain to the Capital Fund. The Treasurer shall pay the annual State Corporate Commission fee to maintain the Association in good standing with the Virginia State Corporation

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Commission.

7. The Secretary shall be responsible for recording all proceedings of the Association including meetings of the Members and of the Board. He/she shall supervise all Association publications and maintain and manage the Association's website. He/she shall be responsible for maintaining all non-financial official records, documents, and copies of correspondence and have custody of all valuable papers.
- G.** Terms of Office: Terms of office shall be two years. Successors shall take office immediately upon election. The terms of the officers and directors ideally should be staggered so that at no time will more than seven (7) Board members be eligible for election at one time.
- H.** Vacancies
1. President: The Vice President of Operations shall assume the office of President for the unexpired term.
 2. Board members other than President: The Board, by majority vote of all its current members, may fill the vacancy for the unexpired term.
- I.** Impeachment of a Board Member may be undertaken by the Board of Directors upon a written complaint of no less than thirty (30) Members or two (2) Officers or Directors. After an opportunity to be heard, the subject of the action may be divested of office by two-thirds vote of all current members of the Board. The Board may fill the resulting vacancy for the unexpired term.
- J.** The President may canvass the Board by telephone or e-mail for authority to take action in the name of the Association. The affirmative vote by majority of all members of the Board shall be required to authorize action under this procedure. The Secretary will ensure that a reasonable attempt to contact all Board members is made for any vote that occurs outside regularly scheduled meetings. The Secretary will ensure any votes by telephone or email outside of regularly scheduled meetings are recorded in the meeting minutes of the next Board meeting.

IV. Elections

- A.** Election of Officers and Directors of the Association shall be conducted at the Annual Membership Meeting, or as soon thereafter as practicable.
- B.** The President shall appoint a nominating committee, with the approval of the Board. The committee shall nominate at least one candidate for each office to be filled at the election and may be directed by the Board to nominate a greater number for certain offices. Nominations shall be reported to the membership no later than two weeks prior to the Annual Membership Meeting. Additional nominations may be made from the floor at the Annual Membership Meeting. The Board may modify these nomination rules if a nominee is not available following the close of nominations. No more than one person from each family membership may serve on the Board at any one time except as noted in Article III.F.5.
- C.** Each Member, 18 years old or older, may cast one vote for each ~~vacant~~ Board position to be filled. A Member does not need to be present to vote. A Member may provide his/her vote (including write-in nominations) in writing to the Secretary at least 24 hours prior to the Annual Membership Meeting. E-mail sent to the Pool's email address is acceptable. Email Proxies submitted less than 24 hours before the stated time of the meeting will not be counted. Proxies presented in person at the meeting will be counted.
- D.** An affirmative majority vote of the Members voting at a duly held meeting shall be required to elect a member of the Board. The vote includes those present at the Annual Membership

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Meeting, those who have provided their vote (including write-in nominations) to the Secretary at least 24 hours prior to the meeting, and those who have signed a proxy for someone else present to cast their vote.

V. Meetings

- A. Regular meetings of the Board shall be held each month with the exception of December. Time and place of meetings will be set by the President with the advice and consent of the Board.
- B. Seven (7) members of the Board shall constitute a quorum.
- C. The President may call a special meeting of the Board at any time or shall do so upon the written request of five (5) Officers or Directors. The time and place of each special meeting shall be given in writing to all members of the Board. Email is an acceptable format.
- D. The Annual Membership Meeting shall be held in November of each year or at such time and place as the Board shall designate.
- E. At least ten (10) days before the date of any annual or special meeting of the Members, the Secretary shall cause written notice of the time, purpose, and place thereof to be delivered to each Member via electronic mail. If a Member has not provided a valid email address, then by default they will not receive the notice.:-
- F. A special meeting of the Members may be called by the President and shall be called by him/her within thirty (30) days of receipt of the written request of not fewer than ten 10% of the total current Members.
- G. At any annual or special meeting, thirteen (13) or more Adult (age 18 or older) Members whose not Board members shall constitute a quorum. Spouses and other adults who reside with Board members count towards the thirteen or more requirement. Unless otherwise provided for in these Bylaws, a majority of Members voting at a meeting will be required to approve any motion.
- H. A Member in good standing shall be eligible to vote once on Association matters presented for vote to the Members. Members may vote by a signed proxy given to another voting Member who attends any annual or special meeting.
- I. Robert's Rule of Order, Revised, shall govern all proceedings of the Association.

VI. Property and Finance

- A. The Association is not authorized to contract for any obligation in excess of its net worth without a majority vote in a properly promoted general membership meeting.
- B. Personal property of the Association, tangible and intangible, may be sold or transferred only for the benefit of the Association and only after the Board has approved such sale or transfer.
- C. Acquisition, sale or transfer of corporate real property, or any extension or modification of corporate facilities for purposes other than those normally connected with a swimming pool will require the approval by a two-thirds majority of the membership. Should any corporate real property be approved for sale by the general membership, it will only be done under restrictive covenant limiting the property to recreational purposes only.
- D. The funds of the Association shall be deposited, in a timely fashion, only in institutions in which the deposits are insured by the Federal Deposit Insurance Corporation (FDIC)
- E. A budget initiated by the Treasurer and approved by the Board shall be presented at the Annual Membership Meeting for approval. The Treasurer will also present a budget for the swim team.
- F. The Financial Review Committee will present the results and findings of their review at the

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Annual Membership Meeting.

- G.** Obligations and expenditures of Association operations and maintenance funds are authorized as follows. Board Members may obligate and expend funds within 10% of the budget presented at the Annual Membership meeting for goods and services required in the performance of their respective responsibilities. Board Members may obligate and expend funds for the operation and maintenance of the pool in accordance with the rules established by the Board Operating Rules. Board Members may authorize the obligation or expenditure of funds by either a general or specific resolution. The President may obligate or expend funds without regard to any limitation in the event of an emergency that threatens life or property.
- H.** The Association shall maintain a Capital Fund which shall be the primary vehicle for Member funding of capital improvements (i.e., improvements unrelated to pool maintenance) to the Association property that are of a high cost: e.g. \$30,000 and greater. The Board will make every effort to achieve a stable and viable Capital Fund but it is not to forsake needed short-term repairs or improvements to achieve that longer term goal.
- I.** Annually, the Board shall budget specific dollar amounts to be set aside for Capital Fund investment.
- J.** The Capital Fund shall be invested in a separate bank account from, and in no way co-mingled with, the operating funds of the Association. The same restrictions on investments that apply to the Association operating funds shall apply to the Capital Fund.
- K.** No expenditure may be made from the Capital Fund, and no expenditure may be made from the general operating funds for long-term improvements to Association property in excess of thirty thousand dollars (\$30,000), unless pursuant to a Capital Improvement Plan approved by a majority vote of members in attendance at the Annual Membership Meeting or at a special meeting of the membership. The sole exception to this clause is that the President, with the approval of the Board, may authorize the expenditure of funds up to \$50,000 and not to exceed existing funds in the case of an emergency that would result in the pool not being able to operate.
- L.** Funds may not be loaned to any Officer, Director, Member or employee of the Association.
- M.** The fiscal year of the Association begins October 1st and ends September 30th.
- N.** The accounts of the Association shall be reviewed annually by a Financial Review Committee composed of Board members who are not Officers of the Association. The report of this review shall be presented at the Annual Membership Meeting.
- O.** An audit in accordance with generally accepted auditing standards may be called at the written request of not fewer than three (3) Board Members or not fewer than thirty (30) Members.

VII. Dues and Fees

- A.** The Vice President for Membership will propose annual dues, initiation fees and penalties to the Board prior to the Annual Membership Meeting. The Board will vote on this proposal and present these dues, fees, and penalties in conjunction with the annual budget at the Annual Membership Meeting.
- B.** Assessments other than dues may be levied by two-thirds vote of a membership meeting.
- C.** Membership in the Association is subject to prompt payment of current, as well as any past due, annual fees, dues and/or penalties by the deadline set annually by the Board.
- D.** Guest fees and rules shall be established each year by the Board.
- E.** Seasonal swimming privileges may be available and rented for a fee as determined annually by

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the Board. Pool renters are not Members of the Association and therefore do not have voting privileges in the Association.

VIII. Revocation of Privileges

- A.** The Board may deny, temporarily or permanently, the use of the Association facilities to any person upon finding that such person violated any rule or regulation of the Association.
- B.** Any person against whom such action is contemplated shall be notified in writing (which includes email communication) of said pending action and given a reasonable opportunity to be heard by the Board.

IX. Amendments

- A.** These Bylaws may be amended or repealed, and new Bylaws may be made at any regular or special meeting of the Board of Directors. Bylaws made by the Board of Directors may be repealed or changed and new Bylaws may be made by a majority of the Members, and the Members may prescribe that any Bylaws made by them shall not be altered, amended or repealed by the Board of Directors.
- B.** Amendment or revocation of the Certificate of Incorporation may be passed by a majority vote of the membership present at any meeting of the membership provided that the membership has been notified of the proposed alteration in writing at least ten (10) days prior to the meeting at which the proposal will be voted on.