

Highlands Swim and Tennis Club, Inc.

BY-LAWS

APRIL 2005

**Bryan Branch Road
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ARTICLE I: Members

Section 1

The maximum number of memberships in this Corporation shall be five hundred (500).

Section 2

Certificates of membership shall be in a form adopted by the Board of Directors and shall be signed by the President or Vice President and countersigned by the Secretary (who is responsible for member records) or Treasurer.

Section 3

All certificates of membership shall be issued in the name of the head of the family and shall entitle the person named in the certificate and the members of his family residing at the same address to the use of the swimming pool and other facilities of the Corporation, and subject to these By-Laws. A married child living in the same house as such head of the family shall not be considered a member of the immediate family for purposes of membership privileges in this Corporation. All determination as to who is included in the immediate family of the person in whose name the certificate of membership is issued shall be made by the Board of Directors.

Section 4

The Board of Directors shall have sole discretion as to acceptance or rejection of any application for membership. Each membership certificate shall be issued to an individual and only one such certificate shall be issued to any one person. Membership certificates shall not be issued to a business or Corporation, nor for the use of any privilege of membership other than the applicant to whom such certificate is issued. Only members whose dues are paid and whose membership privileges are suspended under Section 8 of this article shall be regarded as members in good standing.

Section 5

Ownership of a certificate of membership in this Corporation shall be transferred only by placing the certificate of membership in escrow with the Secretary of the Corporation, except that: 1) a new certificate will be issued to reflect a change of ownership as a result of death, divorce or separation; 2) if a certificate holder sells his house to a purchaser who also wishes to purchase membership in the Corporation, a new certificate will be issued to the purchaser upon surrender of the certificate and payment of any indebtedness to the Corporation by the certificate holder, and payment for the certificate plus the initiation fee by the purchaser. Certificates of membership placed in escrow shall be listed on a register in the order in which received by the Secretary of the Corporation and sold at the authorized price to prospective members in the order registered by the Secretary, except that a purchaser or renter of the house of a member who has placed his or her certificate of membership in escrow shall be given priority for purchase of such membership. Admittance to membership shall nevertheless be subject to vote of the Board of Directors. Upon sale of a certificate of membership held in escrow, the owner shall be reimbursed by the Corporation at the sale price less all outstanding indebtedness to the Corporation. A bond will not be refunded to a member until his membership is sold. If a member can find a purchaser for his membership, his bond will be immediately refunded to him minus any indebtedness to the Corporation. Certificates placed in escrow between September 1 and March 31, inclusive, shall not be liable for dues assessed after placing the certificate of membership with the Secretary. A share placed in escrow between April 1 and August 31 shall be liable for dues assessed during that year. The Board of Directors shall declare before April 1 of each year the authorized price for a certificate of membership for sale.

Section 6

- (a) Temporary privileges may be granted by the Board of Directors to a person or family temporarily occupying or renting the house of a certificate holder if the Board is so requested in writing by the certificate holder. The grant of temporary privileges under this section shall not be construed as a transfer of membership. Accordingly, the certificate holder will remain liable for any and all dues and assessments made against the same as if he were not absent.
- (b) Summer privileges and guest privileges may be granted by the Board of Directors under such terms as it may designate.

Section 7

The voting power and property rights and interests of all members of the Corporation in good standing shall be equal. In voting on all matters, each membership may cast one vote.

Section 8

- (a) Membership privileges of a member and his family shall be temporarily suspended upon notice by the Secretary whenever such member is in default of payment of dues and shall remain suspended until such dues are paid in full. Membership privileges of a member or any member of his family may also be temporarily suspended by the Board of Directors for any one of the following reasons:
 - a. Violation of the By-Laws or Rules adopted by the Board of Directors.
 - b. Acts endangering the safety, health and property of members and others using the facilities of the Corporation.
 - c. Acts and conduct prejudicial to the Corporation, its members, or its objectives.
 - d. Exposure to or contraction of a disease or other condition judged likely to endanger the health of other members.
 - e. Failure to pay promptly for property broken or damaged by a member, his family, or guest.
- (b) Suspension of a member for failure to pay dues shall be automatic and shall not require approval of the Board of Directors. Otherwise, suspension of a member under this rule shall require the approval of a majority of the members of the Board of Directors present at a duly constituted meeting but only after such member has been given an opportunity to be heard.

Section 9

Any member may be removed as a member of the Corporation for acts and behavior of the nature set forth in Section 8 by vote of (7) Directors at any duly held Directors' meeting, provided such member shall have first been served with written notice of the accusation against him and shall be given an opportunity to be heard at the meeting at which such vote is to be taken. When so removed from membership, the former member shall immediately surrender his certificate of membership to the Corporation and it shall be placed in escrow with the Secretary for transfer. The determination by the Board of Directors shall be final. Any member so removed may apply for membership at a later date under rules applying to new members.

Section 10

The words "he" and "his" in these By-Laws shall be read to mean he or she and his or hers, respectively.

ARTICLE II – Board of Directors

Section 1

The Corporation shall be managed by a Board of Directors of at least twelve (12) but not more than fifteen (15) in number. Members of the Board of Directors shall be members of the Corporation or renters of members in good standing.

Section 2

Members of the Board of Directors shall be elected at the annual meeting of the holders of certificates of membership. They shall normally be elected for three-year terms, with approximately one-third (1/3) of the members of the Board being elected each year.

Section 3

If a Director fails to attend three (3) consecutive meetings of the Board of Directors without valid excuse acceptable to the Board, his office as a Director may be declared vacant by the Board of Directors and the vacancy filled as herein provided. If a Director fails to discharge any of his other duties as Director, his office may be declared vacant by the Board of Directors after consultation with said Director and the vacancy filled as herein provided.

Section 4

Interim vacancies on the Board of Directors shall be filled by the Board by approval of two-thirds (2/3) of the members present at a duly constituted meeting of the Board. Such appointees shall serve until the next annual meeting of the holders of certificate of membership.

ARTICLE III: Officers

Section 1

The officers of the Corporation shall include a President, Vice-President, General Counsel¹, Secretary, and Treasurer, and may include an additional Vice-President, an Assistant Secretary and an Assistant Treasurer, all of whom shall be members of the Board of Directors. They shall be elected by the Board of Directors at its first meeting after each annual meeting of the Corporation and shall serve for a term of one year or until their successors shall be duly elected and qualified.

Section 2

The President shall preside over all meetings of the Board of Directors and members. He shall perform such other duties as customarily pertain to the office of President or as he may be directed to perform by resolution of the Board of Directors or by resolution of the members.

Section 3

The Vice-President shall have and exercise all the powers, authority and duties of the President during absence of the latter or during any period of his inability to act. In addition, he shall perform such duties as may be assigned to him by the Board of Directors.

Section 4

The Vice-President shall be the legal officer for the Corporation. In addition, if there is no Vice-President or if the Vice-President is absent, he shall perform the duties set forth in Section 3.

¹ The responsibility of General Counsel may be dually fulfilled by an officer of the Corporation.

Section 5

The Treasurer shall have custody of all funds and securities, as well as fiscal papers and other intangible assets of the Corporation and shall pay its bills as authorized by the Board of Directors. He shall provide and maintain full and complete records of all of the assets and liabilities of the Corporation. He shall prepare and submit at each regular meeting of the Board of Directors a financial statement of the condition of the Corporation as of the last day of the preceding month. He shall prepare such tax reports as local, state and federal agencies may require. The Assistant Treasurer shall generally assist the Treasurer in the performance of his duties, and in the absence or incapacity of the Treasurer, shall perform fully all of the duties and carry out the responsibilities imposed upon the Treasurer by this section.

Section 6

The Secretary shall maintain accurate lists of members, officers and Directors and shall be custodian of the permanent records of the Corporation. The Assistant Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors. He shall issue required notice of all meetings and shall perform such other duties as may be required of him by the Board of Directors.

Section 7

Vacancies among the officers shall be filled by the Board of Directors.

ARTICLE IV: Meetings and Duties of Directors

Section 1

Regular meetings of the Board shall be held at least quarterly at times and places within the membership area as determined by the Board. Special meetings may be called by the President and shall be called by request of any four (4) Directors. Wherever possible five days notice for all special meetings shall be give to each Director. Seven (7) Directors shall constitute a quorum.

Section 2

A special meeting of the Board of Directors shall also be called upon written request to any member of the Board by any seventy-five (75) members at which meeting duly designated representatives of said members may attend to present any problem and propose solutions for consideration by the Board.

Section 3

The duties of the Directors shall be to direct, control and manage the business of the Corporation. Their authority shall extend to, but not be limited to, such actions as:

- (a) Publishing and enforcing rules for the Corporation's facilities.
- (b) Establishing annual dues and fees.
- (c) Adopting rules concerning the admission of guests and fees for guests.
- (d) Accepting or rejecting proposed members.
- (e) Determining the opening and closing dates of the Corporation's swimming season
- (f) Hiring and terminating the services of any persons employed by the Corporation, provided that the Board may delegate emergency authority in this matter to the Director in charge of Operations, and in his absence, to the President, Vice-President, Secretary, or Treasurer, respectively.
- (g) Preparing and making available to the membership each year a financial report
- (h) Authorizing the incurring of obligations and the paying of such obligations.
- (i) Naming an audit committee or otherwise providing for competent audit of the Corporation's books and records at least annually.
- (j) Determining rates of depreciation and adopting a plan for replacement of depreciable assets.
- (k) Electing officers and electing Directors to fill vacancies.

Section 4

Members of the Board of Directors may be appointed by the President to the following functional areas, with duties as indicated:

- (a) Operations – prepare rules for use and operation of all facilities of the Corporation and arrange for proper operation of all facilities.
- (b) Engineering – maintenance and repair of facilities.
- (c) Membership – investigate and report to the Board of Directors regarding the desirability of applicants for membership. Investigate charges of misconduct and other activity prejudicial to the best interest of the Corporation and report such findings to the Board of Directors in instances where temporary suspension of membership privileges is recommended or where expulsion from membership is recommended. No such investigation or report is required where recommended suspension or expulsion is based on non-payment of dues.
- (d) Activities – arrange and coordinate programs of scheduled use of the facilities of the Corporation for social and recreational events.
- (e) Buildings and grounds – responsible for site planning and the planning for and supervision of the construction and repair of all facilities and grounds of the Corporation.

Additional duties, such as preparation of an annual budget, may be assigned to one or more Directors on an ad-hoc basis.

ARTICLE V: Committees

Section 1

The President shall be authorized to appoint special committees, as he shall deem necessary to attain the objectives of the Corporation. Members of committees shall be members of the Corporation, but need not be members of the Board of Directors.

Section 2

All committees shall be under the direction of the President and subject to the authority delegated by the Board of Directors.

ARTICLE VI: Dues, Assessments and Fees

Section 1

- (a) The Board of Directors shall establish such initiation fees and annual dues, active and inactive, as determined necessary for the ensuing year.
- (b) No dues or any part thereof shall be refunded in the event that pool operations are required to be suspended for any reason or purpose.
- (c) All annual dues shall be payable not later than March 1st of each year. All members shall pay active dues unless a member declares in writing to the Board of Directors that his absence from the area will preclude his use of the facilities during the particular season in which case he shall pay inactive dues. An inactive member is one who is outside the metropolitan Washington area for the entire swimming season. Members who are not outside the area cannot qualify as inactive, even though they do not wish to use the facilities any time during the season.

Section 2

Except as authorized the members of the corporation at a regular meeting or a special meeting called for that purpose, there shall be no assessments other than dues and initiation fees levied against the members.

Section 3

Fees for summer privileges shall be determined by the Board of Directors and shall be payable in advance of granting such privileges.

Section 4

Fees for the use of the club facilities by guests shall be determined by the Board of Directors and shall be payable by the member inviting the guest(s).

Section 5

Fees for single bond holders or single summer members shall be determined by the Board of Directors and will be issued only for the use of that single member. No children or other individuals will be allowed to use the membership.

ARTICLE VII: Membership Meetings

Section 1

A regular annual meeting of the members shall be held in each calendar year at a date and at such time and place as the Board of Directors shall designate.

Section 2

A special meeting of the members may be called by the President and shall be called by him on the written request of not fewer than seventy-five (75) members or upon written request of (6) members of the Board of Directors. Special meetings will be held within thirty (30) days after receipt of the written request.

Section 3

At least ten (10) days before the date of any annual or special meeting of the members, the Assistant Secretary shall mail written notice thereof to each member at the address appearing for such member on the records of the Corporation. The notice shall, in the case of a special meeting, specify the business to be transacted.

Section 4

Two (2) percent of the members of record, present in person, shall constitute a quorum at any annual or special meeting of the members.

Section 5

Ten (10) days prior to any annual or special meeting, the membership list of the Corporation shall be closed. A list of members eligible to vote shall be kept available by the Secretary in case it is required at the meeting.

Section 6

At all meetings, Robert's Rules of Order shall be followed.

ARTICLE VIII: Property and Finances

Section 1

The Board of Directors is authorized to encumber the assets of the Corporation for the purpose of maintaining the swimming pools, tennis courts, and related facilities in good operating condition.

Section 2

Personal property of the Corporation, tangible and intangible, may be sold or transferred only for the benefit of the Corporation, and only after the approval by the Board of Directors.

Section 3

Real property may be acquired by the Board of Directors. However, except as authorized in Section 1, no real property may be sold, transferred or encumbered unless approved by a majority of the members at a duly held meeting of the members.

Section 4

The funds of the Corporation shall be deposited only in financial institutions, the deposits of which are insured by the Federal Deposit Insurance Corporation (FDIC).

Section 5

All disbursements of the funds of the Corporation shall be made by check signed by the Treasurer or Assistant Treasurer, or in their absence, by another designated member of the Board. The authority to sign checks shall be attested to by the Secretary and countersigned by one other designated member of the Board.

Section 6

The Board of Directors shall require adequate fidelity bond for the faithful performance by the Treasurer and Assistant Treasurer of their duties, the premium to be paid from Corporate funds.

Section 7

Funds of the Corporation may not be loaned to or invested with an officer, director or member of the Corporation.

Section 8

The accounts of the Corporation shall be audited annually by a method to be specified by the Board of Directors.

ARTICLE IX: Amendments to the By-Laws

Section 1

Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds (2/3) of the Directors present at a duly held meeting of the Board of Directors. All members of the Corporation will be notified immediately in writing of any substantive changes to these By-Laws. Such amendments shall be effective immediately and shall remain effective unless rejected by a two-thirds majority vote of the members present at the next duly held meeting of the members of the Corporation, prior to which the members shall have been notified of such amendments.

Section 2

Amendments to these By-Laws may also be adopted by the affirmative vote of two-thirds (2/3) of the voting members present at a duly held meeting of the Corporation. However, such proposed amendments to the By-Laws which are to be voted on at a general or special meeting of the membership must be submitted to the Secretary at least 45 days prior to the meeting to be included in the notice of the meeting set forth in Article VII, Section 3.

ARTICLE X: General Provisions

Section 1

All powers, authority, duties, and functions of the members, Directors, officers, and employees of the Corporation shall conform with the Articles of Incorporation and with the By-Laws of the Corporation.

Section 2

Any Director or officer of the Corporation may be removed from the office as a Director or officer by the affirmative vote of a majority of the entire record membership at a duly held meeting called for the purpose.

Highlands Swim and Tennis Club, Inc.

BY-LAWS

DECEMBER 2001

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ARTICLE I: Members

Section 1

The maximum number of memberships in this Corporation shall be five hundred (500).

Section 2

Certificates of membership shall be in a form adopted by the Board of Directors and shall be signed by the President or Vice President and countersigned by the Secretary (who is responsible for member records) or Treasurer.

Section 3

All certificates of membership shall be issued in the name of the head of the family and shall entitle the person named in the certificate and the members of his family residing at the same address to the use of the swimming pool and other facilities of the Corporation, and subject to these By-Laws. A married child living in the same house as such head of the family shall not be considered a member of the immediate family for purposes of membership privileges in this Corporation. All determination as to who is included in the immediate family of the person in whose name the certificate of membership is issued shall be made by the Board of Directors.

Section 4

The Board of Directors shall have sole discretion as to acceptance or rejection of any application for membership. Each membership certificate shall be issued to an individual and only one such certificate shall be issued to any one person. Membership certificates shall not be issued to a business or Corporation, nor for the use of any privilege of membership other than the applicant to whom such certificate is issued. Only members whose dues are paid and whose membership privileges are suspended under Section 8 of this article shall be regarded as members in good standing.

Section 5

Ownership of a certificate of membership in this Corporation shall be transferred only by placing the certificate of membership in escrow with the Secretary of the Corporation, except that: 1) a new certificate will be issued to reflect a change of ownership as a result of death, divorce or separation; 2) if a certificate holder sells his house to a purchaser who also wishes to purchase membership in the Corporation, a new certificate will be issued to the purchaser upon surrender of the certificate and payment of any indebtedness to the Corporation by the certificate holder, and payment for the certificate plus the initiation fee by the purchaser. Certificates of membership placed in escrow shall be listed on a register in the order in which received by the Secretary of the Corporation and sold at the authorized price to prospective members in the order registered by the Secretary, except that a purchaser or renter of the house of a member who has placed his or her certificate of membership in escrow shall be given priority for purchase of such membership. Admittance to membership shall nevertheless be subject to vote of the Board of Directors. Upon sale of a certificate of membership held in escrow, the owner shall be reimbursed by the Corporation at the sale price less all outstanding indebtedness to the Corporation. A bond will not be refunded to a member until his membership is sold. If a member can find a purchaser for his membership, his bond will be immediately refunded to him minus any indebtedness to the Corporation. Certificates placed in escrow between September 1 and March 31, inclusive, shall not be liable for dues assessed after placing the certificate of membership with the Secretary. A share placed in escrow between April 1 and August 31 shall be liable for dues assessed during that year. The Board of Directors shall declare before April 1 of each year the authorized price for a certificate of membership for sale.

Section 6

- (a) Temporary privileges may be granted by the Board of Directors to a person or family temporarily occupying or renting the house of a certificate holder if the Board is so requested in writing by the certificate holder. The grant of temporary privileges under this section shall not be construed as a transfer of membership. Accordingly, the certificate holder will remain liable for any and all dues and assessments made against the same as if he were not absent.
- (b) Summer privileges and guest privileges may be granted by the Board of Directors under such terms as it may designate.

Section 7

The voting power and property rights and interests of all members of the Corporation in good standing shall be equal. In voting on all matters, each membership may cast one vote.

Section 8

- (a) Membership privileges of a member and his family shall be temporarily suspended upon notice by the Secretary whenever such member is in default of payment of dues and shall remain suspended until such dues are paid in full. Membership privileges of a member or any member of his family may also be temporarily suspended by the Board of Directors for any one of the following reasons:
 - a. Violation of the By-Laws or Rules adopted by the Board of Directors.
 - b. Acts endangering the safety, health and property of members and others using the facilities of the Corporation.
 - c. Acts and conduct prejudicial to the Corporation, its members, or its objectives.
 - d. Exposure to or contraction of a disease or other condition judged likely to endanger the health of other members.
 - e. Failure to pay promptly for property broken or damaged by a member, his family, or guest.
- (b) Suspension of a member for failure to pay dues shall be automatic and shall not require approval of the Board of Directors. Otherwise, suspension of a member under this rule shall require the approval of a majority of the members of the Board of Directors present at a duly constituted meeting but only after such member has been given an opportunity to be heard.

Section 9

Any member may be removed as a member of the Corporation for acts and behavior of the nature set forth in Section 8 by vote of (7) Directors at any duly held Directors' meeting, provided such member shall have first been served with written notice of the accusation against him and shall be given an opportunity to be heard at the meeting at which such vote is to be taken. When so removed from membership, the former member shall immediately surrender his certificate of membership to the Corporation and it shall be placed in escrow with the Secretary for transfer. The determination by the Board of Directors shall be final. Any member so removed may apply for membership at a later date under rules applying to new members.

Section 10

The words "he" and "his" in these By-Laws shall be read to mean he or she and his or hers, respectively.

ARTICLE II – Board of Directors

Section 1

The Corporation shall be managed by a Board of Directors of at least twelve (12) but not more than fifteen (15) in number. Members of the Board of Directors shall be members of the Corporation or renters of members in good standing.

Section 2

Members of the Board of Directors shall be elected at the annual meeting of the holders of certificates of membership. They shall normally be elected for three-year terms, with approximately one-third (1/3) of the members of the Board being elected each year.

Section 3

If a Director fails to attend three (3) consecutive meetings of the Board of Directors without valid excuse acceptable to the Board, his office as a Director may be declared vacant by the Board of Directors and the vacancy filled as herein provided. If a Director fails to discharge any of his other duties as Director, his office may be declared vacant by the Board of Directors after consultation with said Director and the vacancy filled as herein provided.

Section 4

Interim vacancies on the Board of Directors shall be filled by the Board by approval of two-thirds (2/3) of the members present at a duly constituted meeting of the Board. Such appointees shall serve until the next annual meeting of the holders of certificate of membership.

ARTICLE III: Officers

Section 1

The officers of the Corporation shall include a President, Vice-President, General Counsel¹, Secretary, and Treasurer, and may include an additional Vice-President, an Assistant Secretary and an Assistant Treasurer, all of whom shall be members of the Board of Directors. They shall be elected by the Board of Directors at its first meeting after each annual meeting of the Corporation and shall serve for a term of one year or until their successors shall be duly elected and qualified.

Section 2

The President shall preside over all meetings of the Board of Directors and members. He shall perform such other duties as customarily pertain to the office of President or as he may be directed to perform by resolution of the Board of Directors or by resolution of the members.

Section 3

The Vice-President shall have and exercise all the powers, authority and duties of the President during absence of the latter or during any period of his inability to act. In addition, he shall perform such duties as may be assigned to him by the Board of Directors.

Section 4

The Vice-President shall be the legal officer for the Corporation. In addition, if there is no Vice-President or if the Vice-President is absent, he shall perform the duties set forth in Section 3.

¹ The responsibility of General Counsel may be dually fulfilled by an officer of the Corporation.

Section 5

The Treasurer shall have custody of all funds and securities, as well as fiscal papers and other intangible assets of the Corporation and shall pay its bills as authorized by the Board of Directors. He shall provide and maintain full and complete records of all of the assets and liabilities of the Corporation. He shall prepare and submit at each regular meeting of the Board of Directors a financial statement of the condition of the Corporation as of the last day of the preceding month. He shall prepare such tax reports as local, state and federal agencies may require. The Assistant Treasurer shall generally assist the Treasurer in the performance of his duties, and in the absence or incapacity of the Treasurer, shall perform fully all of the duties and carry out the responsibilities imposed upon the Treasurer by this section.

Section 6

The Secretary shall maintain accurate lists of members, officers and Directors and shall be custodian of the permanent records of the Corporation. The Assistant Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors. He shall issue required notice of all meetings and shall perform such other duties as may be required of him by the Board of Directors.

Section 7

Vacancies among the officers shall be filled by the Board of Directors.

ARTICLE IV: Meetings and Duties of Directors

Section 1

Regular meetings of the Board shall be held at least quarterly at times and places within the membership area as determined by the Board. Special meetings may be called by the President and shall be called by request of any four (4) Directors. Wherever possible five days notice for all special meetings shall be give to each Director. Seven (7) Directors shall constitute a quorum.

Section 2

A special meeting of the Board of Directors shall also be called upon written request to any member of the Board by any seventy-five (75) members at which meeting duly designated representatives of said members may attend to present any problem and propose solutions for consideration by the Board.

Section 3

The duties of the Directors shall be to direct, control and manage the business of the Corporation. Their authority shall extend to, but not be limited to, such actions as:

- (a) Publishing and enforcing rules for the Corporation's facilities.
- (b) Establishing annual dues and fees.
- (c) Adopting rules concerning the admission of guests and fees for guests.
- (d) Accepting or rejecting proposed members.
- (e) Determining the opening and closing dates of the Corporation's swimming season
- (f) Hiring and terminating the services of any persons employed by the Corporation, provided that the Board may delegate emergency authority in this matter to the Director in charge of Operations, and in his absence, to the President, Vice-President, Secretary, or Treasurer, respectively.
- (g) Preparing and making available to the membership each year a financial report
- (h) Authorizing the incurring of obligations and the paying of such obligations.
- (i) Naming an audit committee or otherwise providing for competent audit of the Corporation's books and records at least annually.
- (j) Determining rates of depreciation and adopting a plan for replacement of depreciable assets.
- (k) Electing officers and electing Directors to fill vacancies.

Section 4

Members of the Board of Directors may be appointed by the President to the following functional areas, with duties as indicated:

- (a) Operations – prepare rules for use and operation of all facilities of the Corporation and arrange for proper operation of all facilities.
- (b) Engineering – maintenance and repair of facilities.
- (c) Membership – investigate and report to the Board of Directors regarding the desirability of applicants for membership. Investigate charges of misconduct and other activity prejudicial to the best interest of the Corporation and report such findings to the Board of Directors in instances where temporary suspension of membership privileges is recommended or where expulsion from membership is recommended. No such investigation or report is required where recommended suspension or expulsion is based on non-payment of dues.
- (d) Activities – arrange and coordinate programs of scheduled use of the facilities of the Corporation for social and recreational events.
- (e) Buildings and grounds – responsible for site planning and the planning for and supervision of the construction and repair of all facilities and grounds of the Corporation.

Additional duties, such as preparation of an annual budget, may be assigned to one or more Directors on an ad-hoc basis.

ARTICLE V: Committees

Section 1

The President shall be authorized to appoint special committees, as he shall deem necessary to attain the objectives of the Corporation. Members of committees shall be members of the Corporation, but need not be members of the Board of Directors.

Section 2

All committees shall be under the direction of the President and subject to the authority delegated by the Board of Directors.

ARTICLE VI: Dues, Assessments and Fees

Section 1

- (a) The Board of Directors shall establish such initiation fees and annual dues, active and inactive, as determined necessary for the ensuing year.
- (b) No dues or any part thereof shall be refunded in the event that pool operations are required to be suspended for any reason or purpose.
- (c) All annual dues shall be payable not later than March 1st of each year. All members shall pay active dues unless a member declares in writing to the Board of Directors that his absence from the area will preclude his use of the facilities during the particular season in which case he shall pay inactive dues. An inactive member is one who is outside the metropolitan Washington area for the entire swimming season. Members who are not outside the area cannot qualify as inactive, even though they do not wish to use the facilities any time during the season.

Section 2

Except as authorized the members of the corporation at a regular meeting or a special meeting called for that purpose, there shall be no assessments other than dues and initiation fees levied against the members.

Section 3

Fees for summer privileges shall be determined by the Board of Directors and shall be payable in advance of granting such privileges.

Section 4

Fees for the use of the club facilities by guests shall be determined by the Board of Directors and shall be payable by the member inviting the guest(s).

Section 5

Fees for single bond holders or single summer members shall be determined by the Board of Directors and will be issued only for the use of that single member. No children or other individuals will be allowed to use the membership.

ARTICLE VII: Membership Meetings

Section 1

A regular annual meeting of the members shall be held in each calendar year at a date and at such time and place as the Board of Directors shall designate.

Section 2

A special meeting of the members may be called by the President and shall be called by him on the written request of not fewer than seventy-five (75) members or upon written request of (6) members of the Board of Directors. Special meetings will be held within thirty (30) days after receipt of the written request.

Section 3

At least ten (10) days before the date of any annual or special meeting of the members, the Assistant Secretary shall mail written notice thereof to each member at the address appearing for such member on the records of the Corporation. The notice shall, in the case of a special meeting, specify the business to be transacted.

Section 4

Two (2) percent of the members of record, present in person, shall constitute a quorum at any annual or special meeting of the members.

Section 5

Ten (10) days prior to any annual or special meeting, the membership list of the Corporation shall be closed. A list of members eligible to vote shall be kept available by the Secretary in case it is required at the meeting.

Section 6

At all meetings, Robert's Rules of Order shall be followed.

ARTICLE VIII: Property and Finances

Section 1

The Board of Directors is authorized to encumber the assets of the Corporation for the purpose of maintaining the swimming pools, tennis courts, and related facilities in good operating condition.

Section 2

Personal property of the Corporation, tangible and intangible, may be sold or transferred only for the benefit of the Corporation, and only after the approval by the Board of Directors.

Section 3

Real property may be acquired by the Board of Directors. However, no real property may be sold, transferred or encumbered unless approved by a majority of the members at a duly held meeting of the members.

Section 4

The funds of the Corporation shall be deposited only in financial institutions, the deposits of which are insured by the Federal Deposit Insurance Corporation (FDIC).

Section 5

All disbursements of the funds of the Corporation shall be made by check signed by the Treasurer or Assistant Treasurer, or in their absence, by another designated member of the Board. The authority to sign checks shall be attested to by the Secretary and countersigned by one other designated member of the Board.

Section 6

The Board of Directors shall require adequate fidelity bond for the faithful performance by the Treasurer and Assistant Treasurer of their duties, the premium to be paid from Corporate funds.

Section 7

Funds of the Corporation may not be loaned to or invested with an officer, director or member of the Corporation.

Section 8

The accounts of the Corporation shall be audited annually by a method to be specified by the Board of Directors.

ARTICLE IX: Amendments to the By-Laws

Section 1

Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds (2/3) of the Directors present at a duly held meeting of the Board of Directors. All members of the Corporation will be notified immediately in writing of any substantive changes to these By-Laws. Such amendments shall be effective immediately and shall remain effective unless rejected by a two-thirds majority vote of the members present at the next duly held meeting of the members of the Corporation, prior to which the members shall have been notified of such amendments.

Section 2

Amendments to these By-Laws may also be adopted by the affirmative vote of two-thirds (2/3) of the voting members present at a duly held meeting of the Corporation. However, such proposed amendments to the By-Laws which are to be voted on at a general or special meeting of the membership must be submitted to the Secretary at least 45 days prior to the meeting to be included in the notice of the meeting set forth in Article VII, Section 3.

ARTICLE X: General Provisions

Section 1

All powers, authority, duties, and functions of the members, Directors, officers, and employees of the Corporation shall conform with the Articles of Incorporation and with the By-Laws of the Corporation.

Section 2

Any Director or officer of the Corporation may be removed from the office as a Director or officer by the affirmative vote of a majority of the entire record membership at a duly held meeting called for the purpose.