

GREENBRIAR POOL CLUB, INCORPORATED
(A Virginia Corporation)

BYLAWS

ARTICLE 1 - NAME

The name of the Corporation shall be GREENBRIAR POOL CLUB, INCORPORATED.

ARTICLE II - PURPOSE

The purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows: "The purpose of this non-profit Corporation is to promote the moral, civic, and educational advancement of the community, and in pursuance thereof, to acquire, construct, own and operate a swimming pool and other recreation facilities at 13001 Point Pleasant Dr, Fairfax VA 22033.

To make and perform any contracts and to do any acts and things and exercise any powers suitable, convenient, proper or incidental for the accomplishment of the activities enumerated herein.

The Corporation shall be authorized to exercise all of the powers, rights and privileges granted to non-stock corporations by the laws of the State of Virginia now or thereafter in force, for the accomplishment of the activities enumerated herein.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Duties

- A. The management of the affairs of the Corporation is hereby vested in a Board of Directors composed of nine (9) members and said Board shall exercise all powers of the Corporation and perform all lawful acts which are not by these Bylaws conferred on the members.
- B. Board of Director Objectives
 - 1. To provide crystal clear pool water.
 - 2. To provide a clean, safe, & well-maintained environment (facility).
 - 3. To provide a friendly, attentive, and well-trained Club staff.
 - 4. To assure fiscal and ethical responsibility.
 - 5. To promote community outreach & support to the Greenbriar neighborhood and Fairfax County.

Section 2. Terms of Office

- A. Each member of the Board of Directors shall serve for a term of three years or until their successors shall be elected.
- B. A Director's term of office shall be terminated whenever he or she ceases to be a member of the Corporation.

Section 3. Meetings of Directors

- A. A majority of the Directors shall constitute a quorum at any Director's meeting, and except as otherwise specifically provided, all decisions shall be made by a majority of those present, after due notice in writing of time and place to all Board members. Written notice provided 10 days or more prior at the meeting shall be due notice for all purposes herein unless stated to the contrary in a particular By-Law.
- B. The Board of Directors shall meet at such time as they may deem necessary. When so requested in writing by any one Director, the President shall convene a special meeting of the Board.
- C. Meetings of the Board of Directors covering routine pool business (Routine Meeting) shall be open to members. If a member wishes to address the Board of Directors during a Routine meeting, a written request must be submitted at least seven calendar days prior to the meeting. The written request shall include the topic of discussion.
- D. The Board of Directors may meet in a closed "executive session" at its discretion, to privately cover confidential issues including, but not limited to, personnel matters; consulting legal counsel; discussion and awarding of contracts; discussion of probable or pending litigation; and disciplinary matters. Minutes shall be kept of the closed session and approved by the Board at the conclusion of that session or at the next closed session. A high level summary of the closed session, including the meeting date and any decisions made, shall be presented at the next Routine meeting and included in the minutes of that meeting.

Section 4. Election of Directors

- A. No less than three (3) Directors shall be elected at the annual membership meeting by a majority vote of the membership present in person. Only current members, as hereafter defined, may vote; and only those current members nominated, as hereafter provided, shall be eligible for office.
- B. A nominating committee composed of at least three current members who are not Directors shall be annually appointed by the President, with the approval of the Board of Directors, and the committee shall attempt to recommend at least two (2) eligible candidates willing to serve for each directorship to be filled.
- C. At least fifteen (15) days prior to an annual membership meeting, the Secretary shall prepare and make available for current members inspection a list of all nominees.
- D. At the annual membership meeting, nominations made from the floor by any current member will be accepted.

- E. Any vacant Directors' position may be filled until the next general membership meeting by appointment of the President and approved by 2/3 vote of the Board of Directors present at a regular or special meeting. At the next general membership meeting a member shall be elected to serve out the remaining period of the term if:
1. The individual appointed to the position wishes to serve for the remainder of the term; that member shall appear on the ballot separately and the vote of the membership shall be yes or no on the member continuing to serve.
 2. The appointed member does not wish to continue, the member of the elected slate who receives the most votes shall have the option of choosing to serve a full or the partial term.

This process shall continue in order of votes received selecting to serve a full or the partial term until a member chooses to serve the partial term or until the member with the least votes has been reached.

Section 5. Duties of the Board of Directors

The Board of Directors shall transact all Corporate business, including construction of facilities and establishment of rules for use thereof, approve applications for membership, select the depository for Corporate funds; and provide for annual audit of the Corporate books and records.

Section 6. Corporation Credit

The Board of Directors may not borrow or pledge the credit of the Corporation without specific approval of a majority of the current members present at a meeting of the members as specified in Article VI.

ARTICLE IV - OFFICERS

Section 1: Officers' Roles and Responsibilities

- A. All Directors shall be nominated and elected to serve at large at the annual membership meeting, or as otherwise specifically provided for herein.
- B. All officers shall be elected yearly from among the Directors by a majority vote of the Directors at the first Directors' meeting succeeding the annual meeting.
- C. The President shall be the chief administrative officer of the Corporation and Chairman of the Board of Directors. He or she shall preside at all meetings of the Board and at all meetings of the general membership. He or she shall at the first meeting of the Board of Directors and with the approval of the Board:
 1. Establish committees and designate their chairman.
 2. Define and assign responsibilities to all of the At Large members of the Board of Directors.
- D. The Vice President shall act as an assistant to the President and shall have all of the powers, authority, and duties of the President during his or her absence or inability to act.

- E. The Secretary shall keep the minutes of the annual and special meetings of members and all meetings of the Board of Directors, maintain records of membership including names, addresses, and such other data concerning admission to, maintenance and termination of membership as are appropriate in accordance with the requirements of the Board; keep all Corporate records except financial records; conduct all official correspondence under the supervision of the President; send out notices of all meetings of the members. He or she shall be custodian of the Corporate seal and shall attest with his or her signature and impress with the Corporate seal all membership certificates; perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall submit such reports as may be required by them.
- F. The Treasurer shall make and keep records of all financial transactions of the Corporation and deposit the same in depositories approved by the Board; be one of the officers authorized to sign checks; make all disbursements; render bills and statements for the charges incurred by all members; and perform such other acts as are incident to the position of Treasurer, subject to the control of the Board.
- G. Any replacement of an officer between annual meetings due to vacancy shall be approved by a majority vote of the Directors.
- H. An Officer or Director position may become vacant by resignation, failure to attend three consecutive Board meetings after due notice, or by termination for cause if his or her actions are found to be specifically and severely detrimental to the Corporation by a 2/3 vote of the Board members present at a regular or special meeting after due notice of the issue of such termination. Termination may be appealed to the general membership at the next annual or special membership meeting. The appeal will be decided by a majority vote of those current members present.
- I. Any officer of the Board may sign contracts or official documents. To ensure strong checks and balances, documents or reports created by, or wholly supervised by, a given officer must be signed by a different officer.

ARTICLE V - MEMBERSHIP

Section 1. Definitions

- A. "Member" means a family unit which has paid a membership fee and has been duly admitted to membership in the Club.
- B. "Current Member" means a member in good standing who has duly paid for the current year the annual dues, as specified by the Board of Directors. Current members shall each have one vote at meetings of members, except as otherwise specified.
- C. "Family Unit" means the individuals either residing together or having custodial rights of minor children whose parent or guardian is a member. Persons residing temporarily at the residence such as visitors, relatives, childcare workers, nannies, or other temporary occupants of the home shall not be considered part of the family unit for the purposes of membership. A "Family Unit" shall not exceed 8 persons without Board review. For the purpose of voting and quorum count each family unit otherwise eligible shall be counted as one vote. Only one membership may be owned per family unit.

- D. "Renter" means a person or persons who has obtained from a "current member" the exclusive use of their pool membership for the period which the "current member" has paid the maintenance fee; and, has met the conditions for rental of a membership as specified in Article V, Section 7. A renter will not be entitled to vote at meetings of the members.
- E. "Current Year" means a one (1) year period from May1 thru April 30.

Section 2. Maximum Membership

There shall be a maximum of 600 current members.

Section 3. Use of Club Facilities

The family unit of each current member or renter shall be entitled to use all Club Facilities subject to the rules and regulations promulgated by the Board of Directors in connection with such use.

Section 4. Membership Transfer

- A. At the first Board meeting after the annual membership meeting, the Board shall review membership transfers during the past year and other appropriate economic considerations and shall fix an amount for membership rights. This will be the price of membership rights the Club will charge during the coming year in the case of a membership termination or reversion. Annual Membership fees will apply as described in Article V. This price will be uniformly applied until the Board determines at a later date a different amount is appropriate. .
- B. The Board shall also pay this price, less a \$500 administrative fee, to any members wishing to sell their membership back to the Club. Requests to buy or sell membership rights shall be treated fairly and in the order in which such requests are received.
- C. A member desiring to transfer membership rights must notify the Club in writing of the same and request the Club to purchase such rights or he/she may elect to transfer membership rights by a private transaction between themselves and another family unit at whatever price is agreed between them.
 - 1. If the member elects to request the Club to purchase such rights, the Club shall pay the member the established price, less \$500 as per Section 4 above, and will make the membership available for sale.
 - 2. If a member elects to sell their membership rights by a private transaction between themselves and another family, the retiring member must notify the Club of the date of transfer, the sale price and the full name and address of the new member before the transfer shall take effect.
- D. No membership transfer shall be effected before all annual fees and penalties in arrears are paid. The club may disapprove such a transfer only for cause shown.

Section 5. Resignation

A member may resign from the Club and such resignation will be governed by Article V, Section 4 of these Bylaws.

Section 6. Non-payment of Maintenance Fees

A member who is two (2) years in arrears in payment of their annual maintenance fees shall be given due notice and an opportunity to pay arrearages plus any late payment penalties. Failure to make these payments on or before September 30 of the second season shall result in their membership reverting to the Club without payment or compensation.

Section 7. Renting of Membership

- A. Rental of memberships shall be limited to a maximum of three seasons by any family unit. The renter's family unit shall be limited to six individuals. A pro-rated charge per family member in excess of the six shall be levied and collected by the Pool Board.
- B. A current member desiring to rent their membership for the current year must notify the Club in writing of the full name and address of the renter on or before the deadline for payment of maintenance fees, unless extended by the Board. The Board may charge a reasonable fee for such rentals. The club may disapprove such a rental only for cause shown.
- C. Seasonal release of memberships to the Club for rental shall be governed by the procedure promulgated by the Board. See Article V.4.A.1.

Section 8. Membership Audit

In order to ensure that the pool membership database is accurate, and that all members comply with the definition of a "Family Unit" as defined in Article V, Section 1.C, the Board shall conduct a periodic audit of the membership. The scheduling of this audit is left to the discretion of the Board, but each membership shall be audited at least once every six (6) years.

ARTICLE VI - MEETINGS OF MEMBERS

Section 1. Annual Meeting

The annual meeting of members shall be held during the month of February at a time and place designated by the Board of Directors every calendar year. Written notice of the annual meeting, together with the list of nominees for office and a copy of the proposed budget for the current year, shall be given to the members at least fifteen (15) but not more than thirty (30) calendar days prior. At the annual meeting and in addition to electing Board members and conducting other proper business, the President will present a financial and operational report for the previous year.

Section 2. Special Meetings

- A. The Board of Directors may call a special meeting of members at any time. Members shall receive written notice of such special meetings not less than fifteen (15) calendar days prior. Such notice shall state the purpose of such meeting and no other business shall be transacted at such meeting, except as otherwise specifically provided herein.
- B. A special meeting of the membership shall also be called by the President on the written request of not fewer than 50 members.

Section 3. Quorum

The members present at the annual meeting and other meetings called by the Board of Directors shall constitute a quorum. At a special meeting requested by the general membership, fifty (50) members shall constitute a quorum.

Section 4. Voting Eligibility

Only one vote is permitted for each membership certificate issued. A delinquent member or a member duly terminated by the Board is not entitled to vote.

ARTICLE VII - DUES AND FEES

Section 1. Maintenance Fees

Maintenance fees shall be levied by the Board of Directors and shall be sufficient to provide for the necessary operating and maintenance expenses of the Corporation.

Section 2. Responsibility of Payment

Annual maintenance fees are payable under each membership certificate or assigned certificate. Such fees levied shall be paid under each membership regardless of whether facilities of the Corporation are utilized, except as otherwise provided here-in.

Section 3. Guest Fees

Fees for use of the swimming pool and facilities by guests shall be determined by the Board of Directors.

Section 4. Due Date of Fees

Annual maintenance fees are payable each year before April 15 or at a later date as may be set by the Board of Directors. A penalty, as set by the Board of Directors, may be charged if not paid on time. Guest fees are payable at the time of guests' use of facilities. A member whose account is in arrears shall be considered delinquent.

ARTICLE VIII - PROPERTY AND FINANCES

Section 1. Real Property

Real property of the Corporation may not be conveyed or assigned except after approval of a majority of the voting members present at a meeting specially called therefore.

Section 2. Non-budgeted Expenditures

Any non-budgeted obligation or expenditure of the Corporation assets requires the prior approval of the Board of Directors.

Section 3. Deposit of Funds

The funds of the Corporation shall be deposited only in National Banks, State Banks, or trust companies operating in accordance with laws of the State of Virginia and only in an institution the deposits of which are insured by the Federal Deposit Insurance Corporation.

Section 4. Time Limit for Deposits

All funds of the Corporation shall be deposited within 72 hours of their receipt; provided however, that receipts in the aggregate of \$100 or less need not be deposited more often than once a week.

Section 5. Disbursement of Funds

All disbursements of funds of the Corporation shall be made by checks signed by any two (2) of the officers, one of whom is bonded; provided, however, that the Board of Directors may by resolution provide for the establishment of a petty cash fund not exceeding \$150 for defraying miscellaneous cash expense items of the Corporation.

Section 6. Audit Financial Review

The accounts of the Corporation shall be reviewed annually by a method to be specified by the Board of Directors. A report of this financial review shall be presented at the annual meeting of the members.

Section 7. Reserve Account for Major Repair and Construction

A reserve account shall be created and maintained for the purpose of meeting capital expenses, particularly those of major repair or construction of pool facilities, as may be necessary or appropriate. This account shall be accumulated from revenues at a more or less even rate in accordance with reasonable anticipated repair or construction costs as may be determined by the Board from competent professional advice and estimates. This account shall not be expended for any other purpose except upon dissolution of the Corporation or in case of emergency, after specific due notice of this issue to all Board members, by a 2/3 favorable vote of a quorum of the Board.

ARTICLE IX - MISCELLANEOUS

Section 1. Record Keeping

The Corporation's organization papers; the Bylaws and amendments thereto; and the records of the Corporation, shall be maintained in a place of safekeeping. Returns of elections and proceedings of all meetings of the Board of Directors and members shall be recorded in the minutes books. The minutes of all meetings shall be signed by the Secretary or by the person acting in his or her place.

Section 2. Financial Report

The Board of Directors shall have available for the consideration of the members at the annual meeting an audit and operations report of the prior year and a budget and plans report for the coming year.

Section 3. Liability Insurance

The Corporation shall at all times carry a good and sufficient public liability insurance policy covering all operations of the Corporation's facilities, in an amount specified by the Board of Directors.

Section 4. Barring of Members

Any member may be barred from the Corporation's facilities for not more than three months by a two-thirds vote of the Board of Directors or terminated permanently by a three-fourths vote of the Board, at a regular or special meeting of the Board, only after due notice of specific charges to the member and a reasonable opportunity to appear before the Board and present a defense to any charges. The grounds for barring or termination shall be repeated violations of the rules or Bylaws of the Club, or specific unwarranted actions by the member severely detrimental to the Club. Such termination may be appealed at the next annual or special membership meeting. Notice of termination by the Board will be in writing (via certified mail, return receipt requested) to the member. The member must notify the Board, in writing, within thirty (30) calendar days after receipt of the written notice of termination, of his/her intent to file an appeal to the termination. The terminated member may not exercise membership transfer rights, until and unless overturned upon appeal. Disposal of a terminated member's rights shall be as otherwise provided for under Article V, Section 4, Membership Transfer.

Section 5. Interpretation of Bylaws

These Bylaws shall be interpreted by the Board of Directors whenever questions arise and the decision by the Board shall be final.

Section 6. Club Dissolution

Upon dissolution of the Club, the proceeds from the dissolution, insofar as is permitted by law, shall be distributed in the following manner: payment of debts and obligations of the Club; payment to the members (subject to the offset of all debts and obligations owed by any member of the Club).

Section 7. Parliamentary Procedure

All parliamentary procedure not provided for herein shall be in accordance with the procedures set forth in Roberts Rules of Order, Newly Revised.

Section 8. Written Notice to Members

Wherever in these Bylaws written notice to members is required, the use of postal or electronic mail, or similar methods, sent to the last known address of the member, shall constitute notice.

Section 9. Voluntary Extended Pool Closures

Any voluntary extended pool closure or delayed seasonal opening of twenty-one consecutive days or longer shall be approved by a majority vote of the members present (in person or by proxy) at a duly called annual or special meeting of members. The Board of Directors may authorize any pool closures of twenty consecutive days or less, if necessary. This provision only applies to voluntary closures and does not apply in instances where extended closure is required by local, state, or federal authorities, such as the Fairfax County Health Department or Virginia Department of Health.

ARTICLE X - AMENDMENTS

Section 1. Bylaws

- A. The Bylaws may be amended by a majority vote of the current members present at a properly called annual or special membership meeting. Due notice of proposed amendments shall be provided; however, modifications of proposed amendments may be moved from the floor.
- B. To be considered at the annual membership meeting, proposed amendments must be received by the Board of Directors prior to December 28th of each year so that they may be included in the official notice to the membership for the annual meeting.
- C. Proposed amendments must be submitted in a format to be designated by the Board.

Section 2. Pool Rules

- A. The pool rules may be amended by the Board of Directors by a majority vote at any regularly called or special Board meeting.
- B. The pool rules may be amended by a majority vote of the current members present at a properly called annual or special meeting.
- C. To be considered at the annual membership meeting, proposed amendments must be received by the Board of Directors prior to December 28th of each year so that they may be included in the official notice to the membership for the annual meeting.
- D. Proposed amendments must be submitted in a format to be designated by the Board.