

GREENBRIAR POOL CLUB, INCORPORATED
BYLAWS AMENDMENTS

Presented by: Board of Directors
Original Text in Red Boxes; Proposed Text Shown Below

OVERALL RATIONALE:

The Board of Directors proposes these amendments to clarify and simplify the bylaws. Most of the changes are simply administrative in nature and reflect the use of new technology (such as the use of e-mail for submission of bylaws amendments, notices to members, etc.), correct typographical errors or remove unnecessarily formal language.

Where more substantive changes are proposed, such as the statement of purpose (Article II) or the definition of Family Unit (Article V, Section 1), our intent is to foster greater equity among all members of the pool community, whether distinguished by where they live or the makeup of their households.

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 in the community known as "Greenbriar," Fairfax County, State of Virginia. (2/96)

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. ~~in the community known as "Greenbriar," Fairfax County, State of Virginia. (2/96)~~

RATIONALE:

Based on feedback from previously proposed bylaws amendments, the membership supports equity among all members of the pool community. The emphasis in the original language on the "Greenbriar" community, rather than just a physical address, undermines that perspective.

ARTICLE III - BOARD OF DIRECTORS

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. A notice mailed 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.

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 ~~A notice mailed~~ 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.

RATIONALE:

Allows for use of email or other formats.

Section 4. Election of Directors

- E. Any vacant Directors' position may be filled for the duration of the original term or 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 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.
 - If 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.

Section 4. Election of Directors

- E. Any vacant Directors' position may be filled ~~for the duration of the original term or~~ 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:-
- ~~If~~ 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.
 - ~~If~~ 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.

RATIONALE:

Clears up ambiguity in the original language to reaffirm that a member appointed to the Board to fill a vacancy must be approved by the membership at the next annual meeting if he or she intends to continue serving in that role for the duration of the original term. Other changes are stylistic.

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.

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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.

RATIONALE:

Removed unnecessary comma.

ARTICLE IV - OFFICERS

- G. Vacancies among the officers shall be filled in the same manner as for 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.

- G. Any replacement of an officer between annual meetings due to vacancy shall be approved by a majority vote of the Directors.
Vacancies among the officers shall be filled in the same manner as for the Directors.
- H. An ~~o~~fficer 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.

RATIONALE:

- G explicitly specifies the method of replacement, thus making the bylaws clearer
- H corrects a typographical error

ARTICLE V - MEMBERSHIP

Section 1. Definitions

- A. "Resident" means a person who owns or occupies the single family home for which a membership certificate is issued.(2/96)
- B. "Limited Resident" means a person who owns, but does not occupy the single family home for which a membership certificate is issued.(2/96)
- C. "Member" means a resident or limited resident who has paid a membership fee and has been duly admitted to membership in the Club.
- D. "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.
- E. "Family Unit" means a member, spouse, children and other relatives who permanently reside in the member's household. 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.
- F. "Renter" means a person or persons who occupy a single family home; 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.(2/96)
- G. "Current Year" means a one (1) year period from May 1 thru April 30.

Section 1. Definitions

- ~~A. "Resident" means a person who owns or occupies the single family home for which a membership certificate is issued.(2/96)~~
~~B. "Limited Resident" means a person who owns, but does not occupy the single family home for which a membership certificate is issued.(2/96)~~
~~C.A.~~ "Member" means a ~~person or persons who /~~ family unit that ~~resident or limited resident who~~ has paid a membership fee and has been duly admitted to membership in the Club.
~~D.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.
~~E.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.
~~"Family Unit" means a member, spouse, children and other relatives who permanently reside in the member's household. 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 ~~occupy a single family home;~~ 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 May 1 thru April 30.

RATIONALE:

1.A "Resident" and "Limited Resident" are unclear terms that can be replaced by Member, which is a term used throughout the bylaws.

1.C the definition of "Family Unit" is guided by social and demographic changes that affect American society as a whole, and includes previously non-traditional families such as single-parent, unmarried and same-sex parents. The proposed language was drafted as broadly as possible, to allow the bylaws to remain current in the face of future social evolutions.

1.D. removes requirement that renters live in single family homes; a requirement that doesn't exist elsewhere in bylaws

Section 3. Use of Club Facilities

~~The family unit of each current member who is also a resident, or a 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.~~

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The family unit of each current member ~~who is also a resident, or a 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.

RATIONALE:

Deleted phrases provide no benefit to the section and are moot with the edit to Article V, Section 1 above.

Section 4. Membership Transfer

- A. 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 may elect to transfer membership rights by a private transaction between themselves and another family at whatever price is agreed between them. (2/96)
 - 1. If the member elects to request the Club to purchase such rights, the Club will direct the next approved prospective member in order on the waiting list to send their membership fee to the Club. Upon receipt of the same, the Club will give such sum to the retiring member and perform any other necessary acts to effect the transfer of membership.
 - 2. If a member elects to sell their membership rights by a private transaction between themselves and another family, the retiring member shall notify the Club of the date of transfer and the full name and address of the new member. (2/96)
- B. When it has been determined that a member is no longer a resident or a limited resident as required by Section 1 of this Article, the Club shall give due notice of such determination to the member. After such notice, the Club shall recover that membership and pay for the membership rights in accordance with this section.
- C. No membership transfer shall be effected before all annual fees and penalties in arrears are paid.

Section 4. Membership Transfer

- A. 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 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 will direct the next ~~approved~~ prospective member in order on the waiting list to send their membership fee to the Club. Upon receipt of the same, the Club will give such sum to the retiring member and perform any other necessary acts to effect the transfer of membership.
 - 2. If a member elects to sell their membership rights by a private transaction between themselves and another family, the retiring member shall notify the Club of the date of transfer and the full name and address of the new member. (2/96)
- ~~B. When it has been determined that a member is no longer a resident or a limited resident as required by Section 1 of this Article, the Club shall give due notice of such determination to the member. After such notice, the Club shall recover that membership and pay for the membership rights in accordance with this section.~~
- ~~C.~~ B. 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.

RATIONALE:

4.A.1. reflects the fact that the Board does not have any approval authority in the transfer of memberships.

4.B is moot with the edit to Article V, Section 1 above.

Addition to the old Section C (now Section B) makes explicit the Board's current policy and provides greater protections to members.

Section 6. Non-payment of Maintenance Fees

- A. A member who is two (2) years in arrears in payment of their annual maintenance fees and who fails to pay the arrearage after the Club has exercised reasonable efforts to notify them and request that they do so, shall have all right, title, and interest in that membership revert to the Club without payment of such rights.
- B. A member shall be given due notice prior to reversion and an opportunity to pay arrearages along with such late payment penalties as may have been fixed uniformly by the Board on or before September 30th of the second season. The membership will revert to the club. (2/96)

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- ~~B. A member shall be given due notice prior to reversion and an opportunity to pay arrearages along with such late payment penalties as may have been fixed uniformly by the Board on or before September 30th of the second season. The membership will revert to the club.(2/96)~~

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.

RATIONALE:

Combines two redundant clauses into a single coherent clause.

Section 7. Renting of Membership

- A. Rental of memberships to Greenbriar residents shall be limited to one season 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.

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- 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.

RATIONALE:

- 7.A. removes a restriction applied to Greenbriar members but not to other members.
- 7.B. removes unnecessary "air-quotes".
- 7.C. clarifies the Board procedure addressed earlier in the same section

ARTICLE VI - MEETINGS OF MEMBERS

Section 1. Annual Meeting

The annual meeting of members shall be held at a time and place designated by the Board of Directors at least once every calendar year. 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 by mail to the members at least fifteen (15) but not more than thirty (30) days prior thereto. At the annual meeting and in addition to the election of Board members and the conduction of 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 notice of such special meetings not less than fifteen (15) days prior thereto. 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.

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 ~~at least once~~ every calendar year. Written ~~Notice~~ 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 ~~by mail~~ to the members at least fifteen (15) but not more than thirty (30) calendar days prior thereto. At the annual meeting and in addition to the election of Board members and the conduction of other proper business, the President Board 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 ~~thereto~~. 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.

RATIONALE:

These changes specify the meeting month; permit notification by e-mail or other means; clarify the timeline for notification and extend the reporting authority to Board members other than the President (such as Treasurer for financial reports, etc.)

Section 4. Voting Eligibility

Each member eligible to vote or in the case of co-owners either owner (but not both) may vote. Only one vote is permitted for each membership certificate issued. A delinquent member, or his co-owner or a member duly terminated by the Board is not entitled to vote.

Section 4. Voting Eligibility

~~Each member eligible to vote or in the case of co-owners either owner (but not both) may vote.~~ Only one vote is permitted for each membership certificate issued. A delinquent member, ~~or his co-owner~~ or a member duly terminated by the Board is not entitled to vote.

RATIONALE:

Removed a redundant sentence

ARTICLE VII - DUES AND FEES

Section 4. Due Date of Fees

Annual maintenance fees are payable each year before May 1 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 the arrears shall be considered delinquent.

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Annual maintenance fees are payable each year before May 1 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 ~~the~~ arrears shall be considered delinquent.

RATIONALE:

Corrected a typographical error

ARTICLE IX - MISCELLANEOUS

Section 8. Written Notice to Members

Wherever in these By-Laws written notice to members is required, the mailing of such notice to the last known address of the member shall constitute notice.

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Wherever in these By-Laws written notice to members is required, the use of postal or electronic mail, or similar methods, sent ~~the mailing of such notice~~ to the last known address of the member, shall constitute notice.

RATIONALE:

Explicitly allows for electronic communications.

ARTICLE X - AMENDMENTS

Section 1. By-Laws

B. To be considered at the annual membership meeting, proposed amendments must be submitted in writing prior to December 28th of each year so that they may be included in the official notice to the membership for the annual meeting.(2/96)

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B. To be considered at the annual membership meeting, proposed amendments must be received by the Board of Directors ~~submitted in writing~~ prior to December 28th of each year so that they may be included in the official notice to the membership for the annual meeting.(2/96)
~~B.C.~~ Proposed amendments must be submitted in a format to be designated by the Board.

RATIONALE:

B. allows for electronic communications
C. formalizes existing Board policy

Section 2. Pool Rules

- C. To be considered at the annual membership meeting, proposed amendments must be submitted in writing prior to December 28th of each year so that they may be included in the official notice to the membership for the annual meeting.(2/96)

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- C. To be considered at the annual membership meeting, proposed amendments must be received by the Board of Directors submitted in writing prior to December 28th of each year so that they may be included in the official notice to the membership for the annual meeting.(2/96)
- ~~C~~D. Proposed amendments must be submitted in a format to be designated by the Board

RATIONALE:

- C. allows for electronic communications
- D. formalizes existing Board policy