

**BYLAWS
OF
DUNN LORING SWIM CLUB, INC.
Revised March 2006**

ARTICLE I
NAME

The name of this corporation shall be Dunn Loring Swim Club, Inc., hereinafter referred to as the Club.

ARTICLE II
PURPOSES

The purpose for which the Club is formed is to furnish swimming facilities and additional appropriate recreational facilities for members of the Club and their families, such facilities to be operated exclusively for pleasure, recreation, and other non-profitable purposes. No part of the net earnings of the Club may inure to the individual benefit of any member.

ARTICLE III
MEMBERSHIP

Section 1. Maximum Number of Memberships. The total number of memberships in the Club shall be limited to a maximum of 625.

Section 2. Applications for Membership. Applications for membership shall be made according to procedures established from time to time by the Board of Directors (hereinafter called the Board). Applications for membership received while total Club membership is at the maximum established by these Bylaws shall be retained on a waiting list for consideration, based on the earliest date of application, when total membership falls below maximum.

Section 3. Membership Fees. Fees to be charged for membership shall be established from time to time by the Board with due regard for the financial needs of the Club and demands for such memberships. The Board may at its discretion, promote special membership fees and fee payment schedules as inducement to potential members. Waivers from any such fee or schedule shall require approval of the Board at a regular meeting.

Section 4. Issuance of Memberships. Memberships shall be issued to the adult members designated by the household. This membership shall entitle all persons in the household to utilize the Club's facilities so long as such membership shall remain in good standing. A household is defined as those persons who permanently reside in the same housing unit as permitted by the local zoning laws. The Board of Directors may, upon application of any member, determine whether in the discretion of the Board, a particular person is to be considered within the household.

Section 5. Memberships in Good Standing. Memberships shall be considered in good standing so

long as all fees and dues are paid in the manner prescribed herein and so long as persons entitled to use the Club's facilities under such membership comply with the established rules and regulations of the Club.

Section 6. Redemption of Memberships. Members are eligible to redeem the membership upon written request to the Board. Memberships shall be redeemed within a reasonable time thereafter, in order of receipt of request, unless the Board by a majority vote of those present at a regular meeting decides the financial needs of the Club require a deferral of all redemptions. Redemption requests so deferred shall be placed on a list in order of receipt until the Board modifies or rescinds the deferral action, except that memberships of members expelled from the Club as provided in Article III, Section 7, shall be redeemed at time of expulsion. All membership redemptions shall be at the original fee paid by the member, less any delinquent dues or fees. In case of a member's special hardship such as serious illness, and notwithstanding the above restrictions, the Board may by majority vote at a regular meeting immediately redeem that membership.

Section 7. Transfer of Membership. Members residing in the "Dunn Loring Woods" or "Stonewall Manor" subdivisions, as described in the Fairfax County Land Records have the right to offer/transfer their membership at the time of sale of their property. The current member must request a transfer in writing to the Board (prior to closing on the sale), the seller's equity will be returned to the seller and the purchaser will be required to post the current equity amount as well as any annual membership fees then due. The prospective home purchaser will therefore bypass any waitlist for membership in the Club. No Member shall have any right to sell or profit from the transfer of their membership, other than as captured in the overall sale price of their home.

Section 8. Expulsion and Suspension. Membership privileges of members who do not comply with the rules and regulations promulgated by or under the authority of the Board of Directors shall be subject to the penalties (suspension or expulsion) set forth in such rules and regulations.

- (a) The Board of Directors may authorize the Pool Manager to suspend the membership privileges of any individual or family unit for a period not exceeding seven (7) days as a disciplinary measure provided for in the pool regulations. Membership privileges may be suspended for a longer period of time, or a member expelled, or any individual entitled to use the facilities of the Club permanently denied such entitlement, for due cause and after having been granted an opportunity for a hearing before the Board of Directors.
- (b) Expulsion of member or permanent denial of an individual's use of the facilities of the Club shall be effective upon the affirmative vote of a majority of all directors. Due cause for suspension, expulsion of a member or permanent denial of an individual's privileges shall consist of a violation of these Bylaws, or the rules or regulations of the Club, or conduct detrimental to its members.
- (c) Unless an inactive fee has been paid, failure to pay annual dues may cause membership privileges to be suspended for the season until such dues are paid, together with such penalty for late payment as may be prescribed by the Board of Directors. Failure to pay annual dues within sixty (60) days after first due shall be grounds for expulsion of the member.
- (d) If a membership is expelled as provided in Paragraph (b) or (c) above, a refund of membership fee will be made to the current membership fee less any delinquent dues, late fees, or costs of

property damage.

(e) An expelled member may be reinstated, upon payment of all delinquent dues and redeemed fees, by a majority vote of the Board at a duly called meeting.

Section 9. Guests. Rules respecting use of Club facilities by guests of members may be adopted from time to time by the Board. The Board as part of the annual pool regulations shall promulgate such rules.

ARTICLE IV DIRECTORS

Section 1. Number of Directors. The affairs of the Club shall be managed by a Board of Directors composed of at least nine (9) members but no more than thirteen (13) members.

Section 2. Qualifications. Directors shall be adult members in good standing and shall be elected by plurality vote at the annual meeting of the members.

Section 3. Initial Board of Directors; Tenure. An initial Board of nine (9) Directors shall be designated by the incorporates, at least three (3) of whom shall serve for one (1) year, at least three (3) of whom shall serve for two (2) years, and at least three (3) of whom shall serve for three (3) years. The initial Directors shall organize themselves as to the tenure of each Director. Thereafter, at each annual meeting of members other than the first annual meeting, three (3) Directors shall be elected to serve for a term of three (3) years. No Directors shall be elected at the first annual meeting.

Section 4. Nominating Committee. A nominating committee shall be appointed by the President subject to the approval of the Board of Directors at least sixty (60) days prior to the annual meeting. This Committee shall consist of at least five (5) members, at least two (2) of which shall not be members of the Board of Directors or of their families, and shall nominate a slate of not less than the number of Directors to be elected. Additional nominations may be presented at the annual meeting by any member entitled to vote.

Section 5. Vacancies. Nominations to fill vacancies occurring on the Board may be made by any of the remaining Directors at a regularly scheduled meeting of the Board. Such nominations shall be automatically tabled until the next regular meeting of the Board. A majority vote by the Directors present at that meeting shall constitute election of the nominee, who shall serve until the next annual meeting, at which time a Director shall be elected by the membership to serve for the remaining unexpired term, if any, of the Director originally replaced.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of the Club shall be held during the second week of November of each year at such place within Fairfax County, Virginia, and at such time as the Board of Directors shall designate.

Section 2. Special Meetings. Special meetings may be called at any time by the President or by the Board of Directors and shall be called by the Board within thirty (30) days of the receipt of a written request therefore of not fewer than twenty-five (25) members of the Club or ten percent (10%) of the total members of the Club, whichever is the greater number.

Section 3. Notice. Written notice stating the place, day and hour of a meeting of members shall be delivered by the Secretary not less than ten (10) days nor more than fifty (50) day before the date of any meeting of members, either personally or by mail, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Club, with postage thereon prepaid. The notice so given of any special meeting shall state the purpose or purposes for which it is called, and no other business shall be transacted at such meeting.

Section 4. Quorum. At any meeting of members, fifteen (15) memberships or ten percent (10%) of the total membership of the Club, whichever is less, entitled to vote and represented in person or by proxy, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the statutes of the Commonwealth of Virginia, the Articles of Incorporation, or these Bylaws.

Section 5. Voting. Each membership in good standing of the Club shall be entitled to one vote at any annual or special meeting. The membership vote may be cast in person or by proxy.

ARTICLE VI OFFICERS

Section 1. Officers Elected. The officers of the Club shall be a President, Vice President, Treasurer, and Secretary, all of whom shall be elected by the Board from among their own number. Officers shall be elected at the first meeting of the Board following each annual meeting of the members and shall serve for a term of one (1) year or until their successors are elected and qualified.

Section 2. Limitation. No person shall hold more than one (1) office at a time.

Section 3. President. The President shall:

- (a) Preside at all meetings of the members and at all meetings of the Board of Directors
- (b) Act as principal executive officer for the Club in connection with all business authorized by the Board of Directors and, together with the Secretary, sign all official contracts, agreements, authorizations, and applications pertaining to the business of the Club
- (c) Direct and supervise all employees of the Club. Appointment, discharge, and compensation paid to employees of the Club shall be subject to the prior approval of the Board.

(d) Sign checks, as provided in Article X, for the disbursement of funds of the Club

Section 4. Vice President. The Vice President shall:

- (a) Have and exercise all the powers, authority, and duties of the President during the absence or disability of the latter
- (b) Have such powers and perform such duties of the President as may be delegated to him/her by the President
- (c) The Vice President is authorized to sign checks, as provided in Article X, for disbursement of the funds of the Club

Section 5. Treasurer. The Treasurer shall:

- (a) Maintain the finances and financial records of the Club
- (b) Administer the petty cash fund as defined in Article X
- (c) Prepare and submit such financial reports and tax returns as are required by law or as may be requested by the Board
- (d) The Treasurer is authorized to sign checks, as provided in Article X, for the disbursement of the funds of the Club.

Section 6. Secretary. The Secretary shall:

- (a) Prepare and maintain full records of meetings of the Board
- (b) Give proper notice of all meetings
- (c) Together with the President, he/she shall sign all official contracts, agreements, authorizations, and applications pertaining to the Club's business and shall be caused to be affixed thereto the corporate seal, which seal shall remain in his/her custody.
- (d) Maintain a file of all correspondence of the Club and have custody of all business and permanent records of the Club. Records requiring protection from loss or damage including but not limited to deeds, mortgages, and insurance policies shall be maintained in a safe deposit box in a bank located in Fairfax County. Such box will be rented in the name of the Club.
- (e) The Secretary is authorized to sign checks, as provided in Article X, for the disbursement of the funds of the Club.

Section 7. Other Duties. In addition to the specific enumerated duties of officers as prescribed herein, any officer shall perform such other duties as customarily appertain to his office or as he may be directed to perform by resolution of the Board of Directors.

Section 8. Temporary Officers. When any officer is absent, disqualified, or otherwise unable to perform the duties of office, the Board may designate another member of the Board to act temporarily in his/her place.

Section 9. Removal. Any officer of the Club may be removed from office for good cause shown by the affirmative vote of a majority of the remaining directors present at a regular or special meeting of the Board of Directors, provided that notice that such motion will be made shall have been given prior to such meeting and provided that the officer shall be given an opportunity to be heard.

Section 10. Compensation. All officers and directors of the Club shall serve without compensation.

ARTICLE VII MEETINGS AND DUTIES OF DIRECTORS

Section 1. Meetings. The Board of Directors shall meet at least 10 times, (once a month) during each calendar year. The President may call special meetings of the Board at any time. A special meeting shall also be called at the request of any three (3) Directors. The time and place within Fairfax County, Virginia, of each meeting shall be fixed by the President. In the absence of the President and Vice President from any meeting, the President may appoint a Director to act as chairman.

Section 2. Quorum. For any meeting of the Board of Directors, more than fifty percent (50%) of the Directors shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where the action of a greater number of Directors is required by these Bylaws.

Section 3. Notice. Notice of each meeting of Directors shall be given in such manner as the Directors shall by resolution provide. No notice of the purpose of any regular or special meeting of the Board of Directors shall be required to be given.

Section 4. Duties. The Board of Directors shall exercise general direction and control of the affairs of the Club. The authority of the Board of Directors shall extend to, but not be limited to, such actions as:

- (a) Transacting the general business of the Club, including but not limited to the construction, expansion, maintenance and repair of its facilities;

- (b) Establishing membership fees, guest fees, and annual dues;
- (c) Establishing, publishing and enforcing rules for the use of the facilities of the Club;
- (d) Employing the services of pool management firms and/or employing, discharging, fixing the compensation of and prescribing the duties of such employees as they deem necessary;
- (e) Fixing the amount and character of, and approving surety bonds required of any persons handling or having custody of the Club's funds;
- (f) Electing and removing from office of officers, as herein provided;
- (g) Authorizing the incurring of obligations and the payment of such obligations;
- (h) Electing directors to fill vacancies as herein provided;
- (i) Preparing and submitting to each annual meeting of members a financial report of the affairs of the Club;
- (j) Providing for competent audit of the Club's books and records;
- (k) Selecting depositories and investments for funds of the Club, subject to the limitations herein provided;
- (l) Adopting or amending Bylaws of the Club to the extent authorized in the Articles of Incorporation and as hereinafter provided.

Section 5. Limitation. The Board of Directors shall have no authority to sell, rent, lease, grant easements other than those necessary to secure utility service, or otherwise dispose of or encumber the real property of the Club without a majority vote of the members of the Club present and voting at a meeting of the members, the notice of which announced that such business would come before the meeting. The Board of Directors may, however, if necessary, mortgage the real property of the Club for the purpose of raising funds for construction, operation or expansion in accordance with the purpose for which the Club was organized.

ARTICLE VIII COMMITTEES

Section 1. Committees. Committees with limited authority may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

ARTICLE IX ANNUAL DUES

Section 1. Establishment. The Board of Directors shall, prior to the commencement of the annual recreational season, establish and communicate to the membership a schedule of annual dues.

Section 2. Payment. Annual dues shall be due as payable pursuant to such schedules as shall be established by the Board of Directors.

Section 3. Penalties. Penalties for late payment or non-payment of annual dues shall be imposed by the Board of Directors.

Section 4. Waivers. Waivers for any member from any of the dues, schedules or penalties herein provided shall require the approval of the Board.

ARTICLE X FINANCES

Section 1. Annual Budget. The Board of Directors shall approve and authorize an annual budget for the operations of the Club, including any necessary supplements and amendments thereto.

Section 2. Approval of Expenditures. Any expenditure or obligation, other than from the petty cash fund hereinafter authorized, shall require approval of the Board of Directors, evidenced by resolution duly entered into the minutes of the meeting or by the annual budget or supplements and amendments thereto.

Section 3. Disbursements. All disbursements of the funds of the Club shall be made by checks signed by any two (2) of the four (4) officers of the Club (President, Vice President, Secretary, or Treasurer) except that payroll checks issued by a firm retained by the Board for that purpose need be signed by only one (1) officer and further excepting that the Board may by resolution provide for the establishment of petty cash funds not to exceed \$100 for expenses of the Club which do not exceed \$50 per item. The petty cash fund shall be administered by the Treasurer who shall account individual petty cash disbursements to the appropriate budget line.

Section 4. Bonding. The Board shall secure the faithful performance of the Treasurer, Membership Secretary, and Front Desk Manager, if appointed, by means of an adequate fidelity bond, the premiums of which shall be paid from funds of the Club.

Section 5. Investment or Deposit of Funds. All funds of the Club shall be deposited promptly after receipt in an institution designated by the Board of Directors, the deposits of which are insured by the Federal Deposit Insurance Corporation, or invested in obligations of the United States government. No funds of the Club shall be invested in any other manner or lent to any person whomsoever.

Section 6. Audit. The accounts of the Club shall be audited at least annually in a manner designated by the Board. A copy of the written report of the auditor shall be made available to each member of the Board.

ARTICLE XI BYLAWS

Section 1. Effective Date. These Bylaws shall become effective immediately upon approval by the Board of Directors and shall remain in effect until amended or repealed in the manner hereinafter provided.

Section 2. Amendment. These Bylaws may be amended as follows:

- (a) Proposed amendments may be originated by the Board of Directors or by petition signed by twenty-five (25) members or ten percent (10%) of the total membership, whichever is greater.
- (b) All proposed amendments originating by petition must be submitted to the Board of Directors not less than thirty (30) days prior to the next succeeding annual meeting of members.
- (c) A copy of all proposed amendments shall be mailed to each member not less than fourteen (14) days prior to the meeting of the members at which such amendments are to be considered. The Board of Directors shall indicate its recommendation with respect to all proposed amendments so circulated and may, in its discretion, comment on such amendments at such length as it shall deem necessary. Any one proponent of an amendment by petition shall be entitled to include a statement with respect to such proposed amendment, not to exceed five hundred (500) words in length for each article proposed to be amended.
- (d) The affirmative vote of two-thirds (2/3) of the members voting and in good standing shall be effective for the adoption of any proposed amendment.
- (e) Voting on proposed amendments may, in the discretion of the Board of Directors, be conducted by mail.

Section 3. Interim Amendments. Notwithstanding any other provisions of these Bylaws, the Board may at a regularly scheduled meeting propose interim amendments to these Bylaws. Any such proposal shall be automatically tabled until the next regular meeting of the Board. The interim amendment is adopted upon the affirmative vote at that meeting of two-thirds (2/3) of all Directors. Such interim amendments shall remain in effect for all purposes until the next annual meeting of the members at which time the amendments shall be considered by the members as provided in Section 2.(c) and Section 2.(d) of the Article.

Section 4. Copies. Copies of these Bylaws shall be made available to all members.

ARTICLE XII
SEAL

The corporate seal of the Club shall have inscribed thereon the name of the Club, the year of its organization, and the words Corporate Seal, Virginia.