

BY-LAWS

Amended January 25, 2011

Old Church Community Center

A Not For Profit Virginia Corporation
Chartered April 11, 1956

Articles

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Article I. - Membership

Section 1 - Membership

Membership is defined as:

- A. Active Member - A family membership in good standing, regardless of the number of people in the family, includes members of the immediate family and other legal dependents living in the same household. This is a full membership with all privileges of the Community Center.
- B. Individuals in good standing who joined for Community Center Membership privileges only.

Section 2 - Limitation of Members

The number of members shall be limited to the extent deemed necessary by the Board to preserve adequate standards of health, safety and sanitation.

Section 3 - Payment of Dues

The dues for membership, initiation fees and maintenance fees shall be set annually by the Board.

Dues and maintenance fees shall be due and payable as follows:

A billing, separate from the newsletter, will be mailed to the membership every January. All dues must be paid in full by April 30th. Installments are available due to extenuating circumstances pending board approval. All payments must be paid by check or money order and mailed to our P.O. Box only. If the dues are not received in full by April 30th, a \$75.00 late fee will be imposed. There will be no exceptions. If dues and late fees are not paid in full by May 15th of the current year, the member shall be dropped to inactive status and will be subject to all of the rules and regulations found in the by-laws under Article I Section 6 Inactive Member Status.

Section 4 - Sale of Membership

For memberships purchased on or after September 1, 1998 the option of repurchase of the membership by the Corporation will not be available under any circumstances. The Board will permit a one-time transfer of an active membership to one of their children, who shall at that time become a regular dues paying member responsible for maintenance fees.

For memberships purchased prior to September 1, 1998 the following rules remain in affect:

Each request must be accompanied by the member's Membership Certificate showing the cost, type and date of his membership.

A membership consisting of the Pool Membership Fee actually paid by the member will be repurchased by the Community Center under the following conditions:

- A. If a member is involuntarily relocated outside the twenty-mile radius, the Corporation will repurchase the membership to the extent funds are available.
- B. If a member, for any other reason, wishes to sell his membership, it will be repurchased on a first offered basis when all authorized memberships have been sold, upon approval of a new applicant by the Board.

- C. A lifetime membership will be redeemed on a prorated basis, reduced annually by the cost of the maintenance fees. Lifetime memberships were sold to raise funds for the construction and/or maintenance of the pool.
- D. The Board will permit a one-time transfer of an active membership to one of their children, who shall at that time become a regular dues paying member responsible for maintenance fees.

Children of current members, in good standing, shall be given first preference on any waiting list.

Section 5 - Member Resignation

Members may resign by rendering a resignation in writing to the Board. Resignation shall not entitle a member to any portion of the dues, maintenance fees or initiation fees paid.

Section 6 - Inactive Member Status

An active member may become inactive upon submitting a written request to the Board by May 15 of the current year. An inactive member is neither a voting member during such period of inactivity nor is he/she eligible to use any facility of the Corporation.

The member may reactivate his membership after one year upon payment of the current year's annual dues and maintenance fees provided the maximum pool membership has not been reached. If such membership has been reached an inactive member may request in writing that his membership be placed on a waiting list of inactive members wishing to reactivate their membership. He will be accepted in the order according to the date of his request.

Section 7 - Suspension/Expulsion/Cancellation

Members may be suspended/expelled for violation of by-laws, pool rules, conviction of local ordinance or state law that occurs on Corporation property. Decisions will be made on a case by case basis by the majority vote of the Board in a regular or special meeting of the Board.

Upon suspension, expulsion or cancellation, the member will not be entitled to the return of any portion of dues, maintenance or membership fees paid.

No member shall be considered in good standing who is delinquent in the payment of dues or maintenance fees or who is then placed under suspension. While under suspension a member shall not use any facilities of the Corporation. Members who are delinquent in the payment of dues or maintenance fees and

have not requested inactive status in accordance with Section 6 above by May 15 of the current year shall be deemed inactive.

Section 8 - New Membership

All applicants for membership shall be reviewed by the Membership Committee and approved by the Board. The Board, at its discretion, may suspend privileges or cancel membership of any member who is found guilty of falsification of any application for membership.

Section 9 - Membership Cards

The Board may provide for the issuance of membership cards in the Corporation, which shall be in such form as may be determined by the Board. Such membership cards shall be signed by the President or Vice-President and Secretary.

Section 10 - Change in Member Status

The Board will consider all written requests from active members in good standing who wish to change the status of their membership. A member may change from a Full Membership to a Partial Membership and from a Partial Membership to a Full Membership with the dues reflecting the change.

Section 11 - Notification of Divorce

When a husband and wife with a membership become divorced or separated, only one spouse shall retain their membership. Both husband and wife must advise the Board which spouse will retain the membership. If husband and wife cannot agree, the family membership may be cancelled at the option of the Board. The spouse losing the membership may continue with all rights and privileges associated with membership for the remainder of the membership year. Upon end of the membership year, this same spouse may make application for membership. In this particular situation, the membership fee will be waived. Annual membership dues will be at the prevailing rate.

ARTICLE II. Meetings of the Corporation

Section 1 - Annual Meeting/Extension Provision

The annual meeting of the Corporation shall be held during the month of November of each year. The place and hour of each meeting shall be fixed by the Board or by the President and shall be stated in the notice of such meeting provided in Section 4 of Article II. If such meeting shall not in any year be held on the date as provided above, the term of every member of the Board shall continue until his successor has been elected. However, the Board or the

President shall call a meeting of the Corporation to be held as soon as practicable after said date, which meeting shall be considered the regular annual meeting of the Corporation for such year.

Section 2 - Transaction of Business

There may be transacted at any such meeting any business brought before such meeting (whether or not specified in the notice of such meeting, unless prior notice of the proposed transaction of such meeting is expressly required by applicable statute or by these By-Laws) including the election of members to the Board as elsewhere provided in these By-Laws.

Section 3 - Special Meetings

Special meetings of the Corporation may be called for any purpose by Board members or by the President. Each such meeting shall be held at such place and time as shall be designated in the call thereof.

Section 4 - Notice Requirements

Notice, signed by an officer of the Corporation, shall be given to each voting member, by the Secretary of each annual or special meeting of the Corporation. The notice shall state the date, hour and place of the meeting and, in general terms, the business stated in the call or otherwise proposed. Such notice shall be served personally or by mail to each voting member, not less than five (5) and not more than thirty (30) days before the meeting. If mailed, it shall be directed to each person entitled to the notice at his address as it appears on the books or records of the Corporation. Publication of this Notice in the News Letter shall be deemed proper service.

Section 5 - Reports to Annual Meeting

In addition to any other report presented to the annual meeting of the Corporation, the Board shall present at each January meeting of the Corporation a report verified by the President and Treasurer or by a majority of the Board members showing the amount of real and personal property owned by the Corporation, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of acquisition; the amount applied, appropriated, or expended during such year; and the purposes, objects, or persons to or for which such applications, appropriations or expenditures were made; and the names and place of residence of the persons who have been admitted to membership of the Corporation of whatever class during each year. Such report shall be filed with the records of the Corporation and an abstract entered in the Minutes of the meeting.

Section 6 - Voting

Each Active Membership shall be entitled to one (1) vote at the meetings of the Corporation, whether in person or by proxy, provided such family membership is in good standing at the time of the meeting.

Section 7 - Quorum

At each annual or special meeting of the Corporation, one-sixth of the voting membership shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum at an annual or called meeting a majority vote of the Board will be sufficient to carry or ratify the business or motions brought before such meeting. However, such ratification by the Board will be subject to reversal or repeal upon a majority vote (51%) of Community Center members in good standing which action must be brought on or before the second regular monthly meeting after adoption of such business or motion.

Section 8 - Parliamentary Procedure

Robert's Rules of Order shall govern the conduct of the meetings of the Corporation to the extent these By-Laws are silent.

ARTICLE III. Board of Directors

Section 1 - Number of Directors and Their Term

The business and affairs of the Corporation shall be managed by the Board of Directors who are elected from and maintain an Active membership. In addition, no two members of a single family that make up an Active membership, may serve on the board together at any time, thereby violating Article II, Section 6 on voting rights for members. Also, as described in Article X, Section 3, a member may not serve on the Board of Directors if he/she is related to an employee holding a management position with the Corporation. The initial members of the Board have been set in the Certificate of Incorporation. The Board shall consist of not less than seven (7) and not more than twelve (12) members (as determined from time to time by the Board divided into three classes so the term of approximately one-third of the members of the Board shall expire each year. At each annual election of members of the Board, approximately one-third of the entire number then fixed for the Board shall be elected for a term of three years from the date of such election or until their respective successors shall be elected. The past president shall be elected to the Board as an honorary member for one year after his normal term expires.

Section 2 - Nominations

At least thirty (30) days before each annual meeting of the Corporation, the President, or in the event of his absence or inability or failure to act, the Vice President, shall appoint a Nominating Committee. The Nominating Committee shall present to such meeting nominations for the members of the Board to be elected at such meeting. Other nominations may be made by voting members present in person at the annual meeting provided the nominating person has gained prior approval of the nominee.

Section 3 - Resignation

Any member of the Board may at any time, resign his membership on the Board by giving written notice of such resignation to be effective at the time stated therein to the Corporation or any officer of the Corporation. The Board by majority vote, may deem a director to be inactive and his position vacant. The majority vote of the Board shall be deemed conclusive.

Section 4 - Vacancy

Upon a vacancy occurring on the Board, the vacancy shall be filled by the vote of a majority of the Board until the next special or annual meeting.

Section 5 - Meetings

Regular meetings of the Board of Directors shall be held in each year immediately following the election of members of the Board at such time and place as may be previously determined by the Board. There shall be a minimum of ten (10) regular meetings of the Board. These meetings will be held on the second Monday of each month except for the month of December. The place and hour of each meeting shall be fixed by the Board or by the President.

Special meetings of the Board may be held on call of one-half of the then current number of Board members, or by the President, at such time and place as may be designated in the call. The Secretary shall give at least 24 hour notice of each special meeting to each Board member. Each meeting of the Board, regular or special, may transact any business brought before it; but the Secretary shall endeavor to advise the Board members prior to each meeting, of the business to be transacted.

Section 6 - Quorum

At each meeting of the Board, Board members constituting one-half of the number then fixed by the Board present in person at such meeting shall be necessary and sufficient to constitute a quorum for the transaction of business at such meeting. In the absence of a quorum, the members present may adjourn "sine die". However, if all members of the Board shall severally or collectively

consent in writing to any action to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board.

Section 7 - Powers

The Board shall have full power to make grants and contracts and otherwise to determine the manner and extent of use of the funds of the Corporation; provided however, that they shall not mortgage or hypothecate in any manner any of the Corporation's real property or improvements thereon without authority of the active membership given by majority vote thereof at an annual or special meeting.

The Board shall also have full power to control the finances and other business to the Corporation.

Section 8 - Rule Making Authority/Duties

The Board shall prescribe rules for the operation of the Corporation's facilities and perform such other duties, not expressly prohibited herein, as they in their discretion may deem to be in the best interest of the Corporation.

Section 9 - Fidelity Bond

The board may secure the fidelity of the Treasurer and President of the Corporation and may secure the fidelity of other officers or employees by bond or otherwise and in such amount as shall be deemed proper.

Section 10 - Audit

The Board of Directors shall require an audit to be made of the accounts of the Corporation for each calendar year by members of the Corporation as directed by the President and/or by an independent source as directed by the Board.

Section 11 - Insurance

The Board shall secure for the protection of the Corporation public liability and property damage insurance in such amounts as may be deemed necessary to fully cover complete operations of the Corporation.

Section 12 - Indemnification

Each Director and Officer of the Corporation shall be indemnified by the Corporation against the expenses reasonably incurred by him and/or damages imposed upon him in connection with the defense of or as the result of any action legally taken or alleged to have been taken by him as a Director or Officer of the Corporation. The indemnification shall not be effective in the case of any action

or omission of any action to which he shall be liable under the provision of any federal or state statute by reason of dereliction or negligence in the performance of his duties as a Director or Officer of the Corporation.

ARTICLE IV. Standing Committees

Section 1 - Committees

There shall be the following committees, each of which shall be chaired by a Board Member.

- | | |
|------------------------|--------------------------------|
| 1. Budget & Finance | 5. Newsletter |
| 2. Buildings & Grounds | 6. Pool Operations |
| 3. Long Range Planning | 7. Special Events & Activities |
| 4. Membership | 8. Swim Team |

In order not to exceed the maximum of twelve Board members the President should chair the Long Range Planning Committee.

Section 2 - Job Duties

The powers and duties of the said Committees shall be subject to approval by the Board.

The **Budget and Finance Committee** shall be responsible for the preparation of a budget utilizing the Treasurer's Income and Disbursements ledgers with input from each Board Member relative to his committee's anticipated revenues and expenses for the future period. The committee shall be responsible for submitting at the annual meeting of the Corporation the future year's budget, a report verified by the President and Treasurer or a majority of the Board Members showing the amount of real and personal property owned by the Corporation, the amount and nature of the property acquired during the year immediately preceding the date of the report, the manner of acquisition and the amount expended during the year.

The **Buildings and Grounds Committee** shall be responsible for construction, renovation and maintenance of the Corporation's physical facilities excluding pool buildings, pool and pool systems within the fenced area. The Committee shall oversee all expenditures relative to the physical facilities excepting pool facilities noted above making recommendations to the Board as necessary.

The **Long Range Planning Committee** shall be responsible for determining the long term goals of the Corporation by polling active members for input relative to long term projects and activities to be undertaken. The Committee shall report results of polls taken and make recommendations to the Board.

The **Membership Committee** shall be responsible for the preparation of a report to be given at the annual meeting of the Corporation indicating the names and places of residence of the persons who have been admitted to membership of the Corporation during such year. The report shall be filed with the records of the Corporation with an abstract entered in the Minutes of the annual meeting. The Committee shall keep an accurate and correct roster of all members advising the Secretary of all members who are eligible to vote. The Committee shall keep such records as necessary to ensure compliance with Article I. of these By-Laws. The Committee shall present to the Board for approval all eligible applications for membership.

The **News Letter Committee** shall be responsible for the preparation and mailing of 7-8 news letters to active members of the Community Center. The News Letter should be mailed for the following periods: (1) February which includes the President's message for the upcoming year, announces new and returning Board members with their telephone numbers and discloses any fee increases; (2) March which announces Spring Clean Up date for April and any other tentative activities; (3) April which announces planned activities and pool opening date; (4) May/June which announces activities updates; (5) July/August which announces activities updates; (6) August/September which announces activities updates; and (7) October which summarizes the past season and announces the annual Corporation meeting and the agenda. As new memberships are accepted by the Board, an announcement of those memberships should be made in the upcoming News Letter. The News Letter shall include the tentative time, date and place of Board meetings to be held between News Letters.

The **Pool Operations Committee** shall be responsible for the operation of the pool facilities, which includes the buildings, pool and pool systems within the fenced area. The Committee shall also be responsible for pool personnel including the pool manager and lifeguards.

The **Special Events and Activities Committee** (sometimes known as "Ways & Means") shall be responsible for planning activities for children, teen and adult members of the Community Center. The committee shall be responsible for overseeing both fund raising and non-fund raising events.

The **Swim Team Committee** shall be responsible for organizing the swim team. The Committee will recommend to the Board the fees to be charged, organize fund raising events to offset expenses of the team and determine when the team will practice.

Section 3 - Other Committees

The Board may from time to time appoint other committees with such powers and duties as it may deem advisable. Persons not members of the Board may be appointed to chair such committees.

ARTICLE V. Officers

Section 1 - Election and Resignation

In each year at the regular meeting of the Board following the annual meeting of the Corporation, the Board shall elect the following officers from the Board to hold office for the ensuing year or until their respective successors to be elected.

| | | | |
|-----------|----------------|-----------|-----------|
| President | Vice-President | Treasurer | Secretary |
|-----------|----------------|-----------|-----------|

Any officer may resign at any time in writing to the Board. A vacancy in any office may be filled by the Board at any meeting.

Section 2 - Powers and Duties

Subject to the Board, the Officers of the Corporation shall have and exercise the following powers and duties:

- A. The President shall preside at all meetings of the Corporation and exercise the usual functions pertaining to such office. He shall be responsible for the general welfare and development of the Corporation and its members. He shall appoint such committees as deemed necessary. He shall be responsible for the enforcement of these By-Laws. He shall have the power to vote in the event Board member votes for and against are equal. He should chair the Long Range Planning Committee.
- B. In the absence or disability of the President, or if his office shall at any time become vacant, the Vice-President shall have all the powers and perform all of the duties of the President during such absence or disability or until the vacancy in the office shall be filled.
- C. The Treasurer shall keep proper records of the budget and of all appropriations and expenditures authorized by the Board. He shall render monthly reports to the Board at each meeting of the Board. He shall be responsible for preparation and mailing of the annual invoice for dues and fees to each active member during the month of January each year. He shall keep regular books of account and shall submit such account of his acts as Treasurer and of the financial condition of the Corporation as the Board of Budget and Finance Committee may from time to time require. He shall perform such other duties as may from time to time be assigned to him by the Board. He shall advise the Membership Committee of those members who have paid their dues and fees.

- D. The Secretary shall keep the Minutes of all meetings of the Corporation and the Board noting those in attendance. The Secretary shall perform such other administrative duties as the Board may from time to time assign. The Secretary Shall familiarize himself with Parliamentary procedures and shall be responsible for ruling on such procedures as may be requested by the President

Section 3 - Compensation

Members of the Board, Officers, and members of standing committees shall not receive compensation for services rendered.

ARTICLE VI. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of meetings and of its members, Board, and Committees having any of the authority of the Board; and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII. Fiscal year/Funds/Securities

Section 1 - Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December of each calendar year.

Section 2 - Funds Deposit/Withdrawal

Funds of the Corporation on deposit with any bank or trust company shall be subject to withdrawal on the signature of such person(s) as may be determined from time to time by resolution of the Board.

Section 3 - Securities Deposit/Withdrawal

Securities of the Corporation deposited in any safe deposit box or held by any custodian shall be subject to withdrawal by such person(s) as may be determined from time to time by the Board.

ARTICLE VIII. Waiver of Notice

Whenever any notice is required by these By-Laws or by applicable law, no such notice need be given to any person otherwise entitled to the notice who waives in

writing receipt of such notice before or after the event of which such notice was required.

ARTICLE IX. Amendments to the By-Laws

Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds of the Board members present in person at a duly held meeting of the Board. Such amendments shall be effective fifteen (15) days after adoption. Active members shall be notified of such amendments by the Secretary within ten (10) days after adoption by the Board. As provided by law, the amendments to the By-Laws made by the Board under the power hereby conferred may be altered or repealed by the majority vote of Active Community Center members.

Article X. - Employment

Section 1 – Hiring of Employees

Annually the Board of Directors will hire a pool manager and any other position the Board deems necessary for the upcoming pool season. Other positions may include, but are not limited to, lifeguards, concession manager, concession and gate workers, swim team coaches, etc. The responsibility of hiring each employee may be delegated to committees of the Corporation or the pool manager at the Board's discretion. Otherwise, the responsibility for approving the hiring of each pool employee remains with the Board.

Each employee will be offered a contract for the upcoming season that will specify the rate of pay and job responsibilities and expectations. A date for all contracts to be signed and returned will be communicated to each perspective employee. If a contract is not signed and returned by the specified date, the board will assume the candidate is not interested in the position and the offer will be rescinded.

Section 2 – Compensation

Annually the Board of Directors will set the rate of pay for each position the Corporation intends to hire during the development of the annual budget. Adjustments to pay for any position during the season, after the initial setting of rates as described above, must be approved by the Board prior to the adjustment taking effect. Such approval will follow the voting requirements as described in Article III Section 6

Section 3 – Eligibility for Employment with the Corporation

Candidates will be eligible for employment with the Corporation if the following requirements are met:

- A. Minimum requirements, as specified by the Board, to perform the duties of the specific position offered (i.e. current certifications, relevant experience, positive references, etc.).
- B. No two individuals related to one another may be employed in a management position and hold any other position with the Corporation (i.e. Board Member) at the same time, as described in Article III, Section 1. Related to one another, for purposes of employment eligibility, includes, but is not limited to, brothers, sisters, fathers, mothers, children, step children, grandparents and grandchildren. The Board of Directors will review all other relationship situations not specified above and determine if a candidate meets the requirement for employment.
- C. If a candidate/employee, in a management position, is a member of a family that has a current active membership, in good standing with the Corporation, then no other family member may hold a voting position on the Board of Directors.

Section 4 – Termination of Employment

Where as the Board of Directors is responsible for hiring all employees, the decision to terminate any employee must come directly from the Board. If a performance issue with an employee arises that could result in termination, the Board will call a special meeting to discuss the facts of the situation and vote on what action to take, up to termination of the employee. Such approval to terminate an employee will follow the voting requirements as described in Article III, Section 6.