

OAKTON SWIM AND RACQUET CLUB, INC.
BYLAWS

ARTICLE I
Name

The name of this club is the Oakton Swim and Racquet Club, Inc. (the 'Club')

ARTICLE II
Purpose

The purpose of the Club is to furnish swimming, tennis and other recreational facilities for members and their families. The Club will be operated on a nonprofit basis and Club earnings may not be used to benefit any member individually.

ARTICLE III
Membership

Section 1. Membership limits: Club membership will be limited to 500 members. The Board of Directors may limit membership to fewer than 500 if it is determined to be beneficial to Club operations.

Section 2¹. Reserved memberships: Initial residents of the Waples Mill Estates Subdivision, in return for the donation of the Club's land by the developer, shall have the right to purchase Club memberships, provided this right is exercised within 90 days after purchase of their new residence. The Club will reserve sufficient memberships to accommodate these membership rights.

Section 3. Membership applications: membership applications shall be submitted on forms designated by the Board of Directors or a Committee appointed thereby. Any applicant denied membership has the right of review by the membership at large under procedures established by the Board of Directors. Membership shall not be denied on the basis of race, color or religion.

Section 4. Waiting lists: After the authorized number of memberships is reached, new applications will be placed in a file by date of application. This file will be used in approving additional memberships whenever vacancies occur. A file will also be maintained of members who have requested redemption of their memberships but who do not automatically qualify for redemption under Section 9. Redemptions of such memberships will be made in order of date received.

Section 5. Membership fees: The Board of Directors will establish Membership fees and payment schedules, including late fees, in accordance with the financial needs of the Club. The Board of Directors may establish discount membership fees as an inducement to potential applicants.

Section 6. Special fees: Special fees, including those for capital improvements, repairs or additions, may be established by a two-thirds vote of the membership at any annual or special meeting where notice has been properly made to the membership in accordance with Article VIII, Section 3. Special fees are payable as specified by the Board of Directors.

Section 7. Issuance of memberships: Membership certificates will be issued to one adult member of each family unit. The name of the designated adult family member may be changed at any time upon the written request of the member or the spouse of a deceased member, provided that the membership remains in the same family unit. Membership certificates will be signed by the president and Secretary and will be affixed with the Club's seal. A record of active certificates will be maintained. Upon the sale or transfer of a membership, the old certificate will be cancelled and a new certificate issued.

Membership entitles all persons in a family unit to use the Club's facilities as long as the membership remains in good standing. A family unit includes all immediate family members permanently residing together,

¹ This section, Section 2 of Article III, was deleted in accordance with Article XI section 2 at the October 2021 annual members meeting and replaced with [intentionally left blank]. At the same meeting a motion was passed to delay the implementation of this change until certain county documents could be corrected in accordance with the original language of this bylaw.

except that the Board of Directors may, upon written request, authorize additional persons to be considered within the family unit although not of the same immediate family.

Section 8. Memberships in good standing: Memberships are considered in good standing as long as all fees and dues are paid and the bylaws and rules of the Club are complied with.

Section 9. Redemption of memberships: If a member in good standing moves from the area of the Club, the Club shall redeem the membership at least at face value provided the redemption does not place an undue financial burden upon the Club. In addition, the Board of Directors may redeem other memberships at face value. Furthermore, if there is a membership waiting list, the departing member or any other member may redeem their membership for the current value of a membership as established by the Board of Directors. Redemption of memberships from expelled members shall only be made at face value less any fees or damages owed the Club.

The face value of a membership is the purchase value, when purchased from the Club, or the value established by the Board of Directors for a membership, that was in effect at the time of purchase or transfer from a previous member. Memberships held for at least one year have a minimum face value of \$1,000.

Section 10. Sale or transfer of memberships: With the exception of the provisions of Section 12 of this Article, memberships may not be sold or otherwise transferred unless they are first offered to the Club in writing. In the event the Club declines to redeem the membership or fails to act within 45 days to redeem such membership; such membership may be sold or otherwise conveyed to another family unit, provided, however, that the Club is notified of any sale or transfer of a membership. After the Club has approved a sale or transfer, a new certificate of membership will be issued. A membership may not be assigned except as provided in Section 11 of this Article.

Section 11. Lessees of members: Members in good standing may permit lessees of their homes to use their membership upon notification in writing to the Board of Directors. Persons in the lessee's family unit may then use the Club's facilities in place of the lessors. Memberships shall remain in the names of the lessors, who shall retain voting rights in the Club. The Board of Directors may impose a small fee on lessors to cover incidental expenses relating to the lessees use of the lessor's memberships.

Section 12. Transfer of membership with sale of home: Members in good standing may transfer their membership to the purchasers of their home regardless on any waiting list, following the procedures in Section 9 or 10 above. Transfer of membership will occur at time of settlement, when title to the home conveys from the member to the new owner.

Section 13. Rental of Membership: Members in good standing may arrange, through the Board of Directors, to rent their membership to persons on the waiting list. To do so, members must submit written notification of their intention to do so to the Club concurrent with payment of their annual dues. The Board shall establish a limit to the number of rental memberships allowed, which the Board shall be authorized to revisit and revise from time to time as it deems reasonably prudent. The selection of Club members eligible to rent their memberships shall be done annually and based upon a lottery method. In the event a member is selected through the lottery and the membership is rented for that Club season, the annual dues will be refunded to the member, less a service fee established by the Board and subject to adjustment from time to time by the Board in its reasonable discretion.

The board will make rental assignments to persons on the waiting list in the sequence in which they are entitled to purchase memberships in the Club. Renters must agree to purchase a membership when so entitled. Persons on the waiting list who decline to rent a membership will maintain their position on the waiting list.

Members who have rented their memberships give up all their privileges in the Club during the rental period. However, members will retain their voting rights.

Section 14. Inactive status: A member in good standing may apply in writing to the Board of Directors to be placed on inactive status. Inactive status will be reserved for those members who live outside Fairfax County and who do not participate in the rental membership lottery. Inactive members are excused from payment of annual dues, but must pay an inactive status fee, set by the Board of Directors. Inactive members have no voting privileges. Inactive status may be granted for a maximum of three consecutive years.

Section 15 Guests: Guests of members may use the Club facilities subject to limitations and guest fees, as may be established by the Board of Directors.

Section 16. Expulsion and suspension: Members who do not comply with the bylaws and rules of the Club or whose conduct is detrimental to the Club are subject to suspension or expulsion. The Board of Directors may authorize pool and tennis managers to suspend membership privileges for up to seven days as a disciplinary measure. Membership privileges may be suspended for longer periods or a member expelled upon

the affirmative vote of five Directors, after being granted an opportunity for a hearing before the Board of Directors.

Section 17. Liability of members: Club members are liable for property damaged by members of their family unit or their guests and lessees who are authorized to use Club facilities. Members are not liable if their membership has been rented through the Board. Renters of memberships, as defined in Section 13 above, are liable for property damaged by members of their family or their guests.

ARTICLE IV Directors

Section 1.. Number of Directors: A Board of Directors who shall serve without compensation shall manage The Club. There shall be nine Directors. At least one-third of the Directors will be elected from members in good standing who are also residents of any of the sections of Waples Mill Estates Subdivision (existing or to be developed). The election of Directors from the Waples Mill Estates Subdivision will be contingent upon the availability and willingness of members of the Club from that Subdivision to serve.

Section 2. Qualifications: Directors must be members in good standing of the Club, except that two Directors may be nonmembers.

Section 3. Election and tenure: The Board of Directors will be elected at the annual meeting. Directors will serve terms of three years, except in a situation when there are more than the usual three open board positions in a given year (i.e. due to a vacancy which may have been filled by board vote until the next election per Section 5 of this Article). In this case, the three candidates with the most votes will serve terms of three years, and the candidate with the fourth highest number of votes will serve the next longest term, and so on, as necessary.

Section 4. Nominating committee: A nominating committee of at least three members will be appointed by the Board of Directors at least 60 days prior to each annual meeting. The committee shall nominate at least enough candidates to fill the number of positions available. The Board of Directors will distribute a list of the nominees to members at least 30 days prior to the annual meeting. Any member in good standing may make additional nominations via email to the Board President and OSRC Business Manager, provided such nominations are made at least 14 days before the annual meeting.

Section 5. Vacancies: Vacancies may be filled by majority vote of the remaining Directors. Such Directors will serve until the next annual meeting, at which time an additional Director will be elected to serve any remaining term of the replaced Director.

Section 6. Removal: Directors may be removed the same procedures as that for the removal of officers.

Section 7. Meetings: The Board of Directors will meet at least once a month from April to September. The President or any two Directors may also call special meetings at any time. Meetings will be held in Fairfax County at times and places set by the President. In the absence of the President and Vice President, the President may appoint a chairperson,

Section 8. Quorum: Five Directors constitute a quorum, unless the laws of the State of Virginia require a greater number.

Section 9. Authority: The Board of Directors will exercise general control of the club. This authority includes, but is not limited to:

- (a) Transacting the general business of the Club, including the construction, expansion, maintenance and repair of its facilities;
- (b) Establishing membership fees, maintenance fees, guest fees, annual dues and other fees for keys, passes, certificates, and the like;
- (c) Establishing and enforcing rules for the Club's facilities;
- (d) Acting on membership matters, including acceptance of memberships, membership status and suspension and expulsion of members;
- (e) Employing the services of commercial management firms, maintenance firms and a Club business manager;
- (f) Arranging for surety bonds;
- (g) Electing and removing officers;
- (h) Authorizing the incurring of obligations and the payment of such obligations;
- (i) Electing Directors to fill vacancies;
- (j) Preparing a financial report to the Club to be submitted at the annual meetings,

- (k) Providing for a competent annual audit of the Club's records;
- (l) Selecting depositories and investments for funds of the Club,
- (m) Adopting or amending Bylaws of the Club to the extent authorized in the Articles of Incorporation and these Bylaws;
- (n) Selling renting, leasing, granting easements for utilities,
- (o) Mortgaging Club property to raise funds for construction, operation of expansion in accordance with the purposes for which the Club was organized.

Section 10. Failure to attend meetings: If a Director fails to attend three consecutive meetings of the Board or otherwise fails to perform any duties involving such Director, such directorship may be declared vacant by the Board and the vacancy filled by the Board's own appointment until the next annual meeting.

ARTICLE V Officers

Section 1. Number of officers: The officers of the Club are the President, Vice President, Secretary, Treasurer and such other officers as the Board of Directors may determine. The officers will be elected by the Board of Directors from among their own number at the first meeting of the Board after each annual meeting of the Club and will serve until their successors are elected. No person may hold more than one office at a time.

Section 2. The President will:

- (a) Preside at all meetings of the members and the Board of Directors.
- (b) Act as principal executive officer of the Club in connection with all business authorized by the Board of Directors and sign all official contracts, agreements, authorizations and applications pertaining to the business of the Club;
- (c) Direct and supervise all employees of the Club and appoint, discharge and compensate employees of the Club, subject to the approval of the Board of Directors;
- (d) Have authority to sign checks.

Section 3. The Vice President will exercise all powers of the president during the President's absence or disability, has authority to sign checks, and may have such other duties as may be delegated by the president.

Section 4. The Treasurer will:

- (a) Have authority to sign checks;
- (b) Arrange for an annual audit of the Club's financial reports;
- (c) Have custody of all funds and financial records of the club, subject to any limitations imposed by the Board of Directors;
- (d) Collect revenues payable to the Club;
- (e) Maintain complete records and tax returns as required by law;
- (f) Prepare financial reports and tax returns as required by Law;
- (g) Duties, in Article V, Section 4, parts (b) through (f), may be performed by the Club's business manager, however; however, the Treasurer maintains overall supervision and responsibility for these functions.

Section 5. The Secretary will:

- (a) Prepare and maintain full records of meetings of the Board of Directors and Club membership meetings, including complete returns of all elections;
- (b) Give notice to all members of membership meetings and notice to all Directors of Board meetings;
- (c) Sign membership certificates, all official contracts, agreements, authorizations and applications pertaining to the business of the Club and affix the corporate seal thereto;
- (d) Maintain the corporate seal of the Club,
- (e) Keep records of the membership;
- (f) Prepare membership certificates;
- (g) Establish and maintain all correspondence files;
- (h) Maintain a waiting list of people wanting to join the Club;
- (i) Duties in Article V, Section 5, parts (e) through (h) may be performed by the Club's business manager, however, the Secretary maintains overall supervision and responsibility for these functions.

Section 6. Other duties: The Board of Directors may direct officers to perform other duties for the Club.

Section 7. Removal: An officer may be removed from the office by majority vote of Club members at an annual or special meeting after being granted an opportunity to be heard. The Board of Directors may likewise

remove an officer. The decision of the Board may be overruled with respect to an officer's removal by majority vote of Club members.

ARTICLE VI Business Manager

Section 1. Duties: The duties of the business manager will be to execute the routine business of the club in accordance with the bylaws and established policies of the Oakton Swim and Racquet Club. The manager will perform duties pertaining to the financial, record keeping, membership, accounting and other functions of the Club.

The business manager will report to the Board through the Club President and will coordinate actions with the other members of the Board as specified in the bylaws, a job description and by direction of the Board.

ARTICLE VII Committees

Section 1. Committees: The Board of Directors may designate one or more committees consisting of two or more directors and having such authority as specified by the Board of Directors and within the limits of the laws of the State of Virginia and these bylaws.

Section 2. Other Committees: The President, subject to the approval of the Board of Directors, may appoint other committees as necessary to fulfill the Club's purpose.

ARTICLE VIII Meeting of Members

Section 1. Annual meeting: The annual Club meeting will be held in October in Fairfax County at a time and place set by the Board of Directors.

Section 2. Special meetings: Special meetings may be called at any time by the President or by the Board of Directors and will be called by the Board of Directors within 30 days of the receipt of a written request signed by at least ten percent of the members of the Club.

Section 3. Notice: Written notice stating the place, day and hour of meetings will be delivered by the Secretary not less than ten days nor more than 50 days before the meeting. Delivery will be either personally, by the mail, or by email to each member. If mailed, each notice will be deemed delivered upon deposit and addressed to the member at his address as it appears on the Club's records. If by email, each notice will be deemed delivered upon transmission to the members email address as it appears on the Club's records. The notice of a special meeting will state the purpose of the meeting.

Section 4. Quorum: At any meeting of the Club, ten percent of the membership that is represented in person or by proxy constitutes a quorum. A majority vote is necessary for the adoption of any matter voted upon, unless the laws of the State of Virginia, the Articles of Incorporation or these bylaws require a greater proportion.

Section 5. Voting: Each member in good standing is entitled to vote, either in person, by proxy exercised by any adult member of the same family unit, or by written proxy exercised by the Board of Directors or an adult member in good standing. Written proxies must be dated and recorded with the Secretary prior to the meeting at which the proxy is to be exercised.

ARTICLE IX Annual Dues

Section 1. Establishment: The Board of Directors will, by January 31st of each year, establish and communicate to members the amounts and schedules for payments of annual dues for members.

Section 2. Payment: Normally, annual dues are payable by March 15th.

Section 3. Penalties: The Board of Directors may impose penalty fees for late payment of dues or fees.

Section 4. Pro-rated dues: Members joining the Club after the beginning of the recreational year shall pay pro-rated annual dues in an amount to be determined by the Treasurer.

ARTICLE X
Finances

Section 1. Annual budget: An annual budget showing anticipated revenues and proposed expenditures for the fiscal year will be adopted by the Board of Directors by the beginning of the fiscal year. The fiscal year begins on March 1st and end on the last day of February.

Section 2. Approval of expenditures: Any expenditure or obligation, other than from the petty cash fund which is hereby authorized, requires the approval of the Board of Directors as evidenced by the minutes of the meeting or by the annual budget or amendments thereto.

Section3. Disbursement: All disbursements of Club funds, whether by electronic payment or by check, will be authorized by two of either the President, Vice President, Treasurer, or Business Manager; except that the club's Bookkeeper may be substituted for the Business Manager. In no case may the two individuals authorizing payment be related or of the same family unit.

Section 4. Audit: The accounts of the Club will be audited at least annually in a manner determined by the board of Directors.

Section5. Bonding: The Board of Directors will secure the faithful performance of those authorized to handle club funds by means of an adequate fidelity bond, with premiums paid from club funds.

ARTICLE XI
General Provisions

Section 1. Indemnification: Every Director or officer of the Club will be indemnified against expenses incurred in any proceeding in which they are made a party by reason of being a Director or officer of the Club, unless they are adjudged liable for gross negligence or willful misconduct in the performance of their duties. This right of indemnification applies to each Director and officer whether or not they are in office at the time the expenses are incurred. In event of death, this right is extended to the legal representatives.

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

- (a) Proposed amendments may be originated by the Board of Directors or by petition signed by ten percent of the Club members. Petitions must be submitted to the Board of Directors at least 30 days before the Club meeting at which the amendments will be considered.
- (b) A copy of all proposed amendments will be emailed to each member at least 14 days before the meeting. The Board of Directors will indicate its recommendation, commenting as necessary, and amendment proponents may include a concise statement in support of the amendment.
- (c) A two-thirds vote of the members at the meeting is necessary for the adoption of a proposed amendment.

Section 3. Interim amendments: The Board of Directors may adopt interim amendments to these Bylaws by a two-thirds vote at a meeting of the Directors called for such a purpose. Such amendments will be subject to approval by Club members at the next annual meeting.

Section4. Copies: Copies of these Bylaws will be made available to all Club members.

ARTICLE XII
Seal

The corporate seal of the Club will contain the name of the Club and its year of organization and identify the State of Virginia.

Revised October 2021