**VIENNA WOODS SWIM AND TENNIS CLUB**

**BY-LAWS**

**Last amended: September, 2023**

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## ARTICLE I - CERTIFICATES OF STOCK

SECTION 1. Except as provided in the Articles of Incorporation, Certificates of Stock shall be in a form adopted by the Board of Directors and shall be signed by the President or Vice President and the Secretary and be attested by the Corporate Seal.

SECTION 2. All certificates shall be consecutively numbered. The name of the person(s) owning the share represented thereby, with the number of such share and the date of issue, shall be entered on the Corporation's books.

SECTION 3. All certificates of Stock transferred by endorsement thereon shall be surrendered for cancellation and new certificates issued to the purchaser or assignee. Shares of stocks shall be transferred only on the books of the Corporation by the holder thereof in person or by his attorney. Except when transfer of a share of stock is to a bona fide family member, as defined in these Bylaws, and/or except when a transfer of a share of stock is to a bona fide purchaser of a shareholder's residence, the sale and transfer of any other share of stock shall be at the price established by the Board of Directors at the regularly scheduled meeting of the Board of Directors after the September annual Meeting of the Stockholders. The price set annually by the Board of Directors shall be known as the "established price".

SECTION 4. Certificates of Stock shall be issued by the Board of Directors, or shall be transferred by stockholders only to such persons as are approved by the Membership Committee as provided in these By-Laws. In the event of transfer by a stockholder in conjunction with the sale of his home, such prospective stockholder shall be given preference by the Membership Committee. If a share of stock is issued or transferred to any person not approved by the Membership Committee, such issuance or transfer shall be null and void, and the receiver of the share of stock shall not be entitled to any of the rights or privileges of a stockholder so approved. This section of the By-Laws shall not be altered or abolished except by the vote of three fourths (3/4) of the stockholders, at a duly called meeting of the stockholders.

## ARTICLE II - MEETINGS OF THE STOCKHOLDERS

SECTION 1. There shall be two regular meetings of the stockholders of this Corporation each year, one of said meetings to be held during the month of April, and the other said meeting to be held during the month of September of each year. Meetings of the stockholders shall be held at such time and such place in the Town of Vienna, County of Fairfax, State of Virginia, as shall be designated by the Board of Directors. The September meeting shall be designated as the "Annual Meeting" at which time the stockholders shall elect, by ballot, the required number of directors and shall transact such other business as shall properly come before them.

SECTION 2. A notice setting forth the time and place of such regular meetings shall be mailed or delivered to each stockholder of record, at his address as the same appears on the stock books of the Corporation, or, if no such address appears, at his last known place of residence at least ten (10) days prior to the annual meeting.

SECTION 3. A proxy card will be mailed or delivered electronically to each stockholder of record at least ten (10) days prior to any “Annual Meeting”. Failure to return this proxy card by the beginning of the meeting may result in a minimum number of unreturned proxies being equally divided among the stockholders attending the meeting sufficient to equal or exceed the number necessary for a quorum so that they may act as attorney and proxy for the stockholders.

SECTION 4. Special meetings of the stockholders shall be held at such time and place in the Town of Vienna, County of Fairfax, State of Virginia, as is designated by the Board of Directors. Such meetings may be called by the President on his own motion, and must be called by the President on the written request of 10% of the stockholders entitled to vote, or of three directors. Such written request shall state the objects and the purposes of the special meeting. The Secretary shall mail a notice of such call to each stockholder of the Corporation, at least ten (10) days before such meeting, and such notice shall state the time and place of such meeting and the objects thereof. No business shall be transacted at a special meeting except as stated in the notice sent to the stockholders.

SECTION 5. At any meeting of the stockholders of the Corporation, one-third of the stockholders present in person or by proxy, shall constitute a quorum.

SECTION 6. Except as provided in Article II, Section 3 of these By-Laws, each stockholder shall be entitled to one vote either in person or by proxy at any meeting of the stockholders, for each share of stock standing in his name on the books of the Corporation. A member of the Board of Directors may transfer to another member of the Board of Directors all proxies held by him or her for exercise at a stockholders 'meeting upon written notification to the Secretary at least 12 hours before the stockholders' meeting.

SECTION 7. For the purpose of determining stockholders entitled to notice of, or to vote at any meeting of the stockholders or any adjournment thereof, the Board of Directors shall provide that the stock transfer books shall be closed for a period of not less than thirty (30) days nor more than fifty-two (52) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date of any such determination of stockholders, such day in any case to be not more than fifty-two (52) days nor less than thirty (30) days immediately preceding such meeting of the stockholders. In the event that the stock transfer books are not closed and that a record date is not established by the Board of Directors, the record date shall be thirty (30) days prior to any meeting of the stockholders.

SECTION 8. The Secretary of the Corporation shall make, at least fifteen (15) days before each meeting of the stockholders, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order with the address of, and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any stockholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting. The original stock transfer book shall be prima facie evidence as to the stockholders who are entitled to examine such list or transfer books, or to vote at any meeting of the stockholders.

SECTION 9. The Nominating Committee shall be chosen and appointed by a majority of the Board no later than forty-five (45) days prior to the annual Stockholders Meeting. A committee of no fewer than five persons shall be appointed by a majority of the Board. The Nominating Committee shall present a list of nominees equal to or greater than the required number of Directors to be elected and include a biographical sketch in the mailing preceding the Annual Stockholders meeting. Nominations may also be made from the floor at the Annual Stockholders meeting.

## ARTICLE III - MEMBERS

SECTION 1. Membership in the Corporation shall be limited to stockholders of the Corporation together with their families as hereinafter defined.

SECTION 2. The charter members of this Corporation shall be those persons who have purchased and fully paid for a share of stock of the Corporation by October 15, 1957. Charter members shall not be required to pay annual membership dues until May 1, 1959.

SECTION 3. There shall be two (2) classes of members of the Corporation, to be known as regular members and associate members. Regular members shall consist of the stockholders of record. Associate members shall consist of the family of regular members. For the purpose of this Article, the term "family" shall include the head of the household, his or her spouse, their parents and children still permanently under their supervision and control, provided that such persons actually permanently reside with the regular members in the same household. No other individuals shall be considered to be "family" for purposes of defining associate members under this Article. Among the members of the Corporation, either regular or associate, there shall not be, at any time and under any circumstances, more than seven hundred fifty (750) heads of households, regardless of age or place of residence. For purpose of this section, a head of household shall be defined as among one of the following:

(a) one of any two self-sustaining persons married to each other; or

(b) any person having charge of, or having custody of, or furnishing the main support for any other person or group of persons, whether related or unrelated by blood or otherwise; or

(c) any self-sustaining person, of any age, married or unmarried, living separate and apart from, and not in the custody of or responsible to any other person.

SECTION 4. The stockholders of each share of stock shall pay to the Corporation an annual fee of six hundred and ninety-five dollars ($1,195) by the fifth day of March, following the issuance of the share of stock by the Corporation, and thereafter annually by the fifth of March in each succeeding year for 2024 and 2025 only. Payment of said fee after the fifth of March and before April 15th shall result in the assessment of a fifty dollar ($50) late fee. Payment of said fee after April 15th shall result in the assessment of a seventy-five dollar ($75) late fee. Subject to approval by the Membership Committee, membership in the Corporation shall pass with the transfer of stock. Transfer by a stockholder of his share of stock shall not interrupt or in any way affect the schedule of payment of the annual fee. The Stockholder is responsible for payment of dues in all situations and circumstances.

SECTION 5. Any member or associate member from any household wherein all of the annual dues have been paid shall be deemed to be a member in good standing and shall be entitled to all of the special rights, privileges, and uses offered by the Corporation. No regular member or associate member from a household wherein any of the annual dues have not been paid for the current year, or those dues for any past year, shall be entitled to any of such special rights, privileges, or uses. After two years of non-payment of dues, the Club may buy the share of stock at the established price, less any monies owed to the Club.

SECTION 6. Members in good standing shall be entitled to the use of the grounds and facilities of the Corporation at any time during the regular operating hours as determined by the Operations and Rules Committee, and subject to such rules and regulations as are promulgated by that Committee.

SECTION 7. Any regular member for good cause shown may be deprived of his or her membership in good standing, on the recommendation of the Membership Committee, if approved by the Board of Directors. If any regular member is thus deprived of his membership, the pro-rata share of his annual fees shall be returned to him, and within sixty (60) days, the shares of stock held by said stockholder(s) shall be purchased by the Corporation at the established price, less any unpaid dues or other indebtedness, as determined by the Board of Directors.

SECTION 8. Each person desiring membership in the Corporation shall submit to the Membership Committee a written application on a form to be provided by the Corporation.

SECTION 9. In the event that any member shall change his place of residence to a point more than fifty (50) miles from the corporate swimming pool property, or for other reasons acceptable to the board, shall be unable to utilize the corporate facilities for all or a substantial portion of the season, such member may submit to the Corporation a written request that a seasonal membership for the use of the corporate facilities in his place and stead be issued. On receipt of such a request, the Board of Directors may at its sole option but ordinarily giving preference to those requesting members whose residence has changed temporarily to a location greater than fifty (50) miles from the corporate swimming pool property take any of the following actions:

a. Reject the offer; in which event the requesting member shall not be excused from paying any annual dues.

b. Sell or cause to be sold a seasonal membership allocable to the request of such member, in which event the proceeds of such sale shall be retained by the Corporation and the applying member shall be excused from paying annual dues for the year of such sale.

c. Sell or cause to be sold a seasonal membership for a fractional part of the season, in which event the proceeds of such sale shall be retained by the Corporation, and the applying member shall be excused for only that proportionate amount of his annual dues for which the fractional membership was sold.

d. Donate a seasonal membership for all or any fractional part of the season, in which event the member shall be excused from paying all annual dues for the year of such donation, if donated for the full season, or for that proportionate amount of his annual dues for which a fractional membership was donated.

e. Notwithstanding the provisions of subsections 9.b, 9.c, and 9.d, above, the Board shall have the discretion to charge an annual fee not to exceed $600 to each member applying for or requesting permission to make a seasonal (or partial seasonal) rental of his or her membership for the 2024 and 2025 seasons only.

The Board of Directors shall have sole authority to fix the price at which any such seasonal or fractional seasonal memberships shall be sold. The Board of Directors shall have sole authority to establish the method of allocating such sales or donations to requests received, but under no circumstances shall the Corporation issue more seasonal memberships than it has requests from members. The rights and privileges of applying members, pertaining to the use of facilities, shall be suspended from the time of issuance of a seasonal membership to the end of the term of any such seasonal membership as shall be issued.

## ARTICLE IV - DIRECTORS

SECTION 1. The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than eleven (11) nor more than fifteen (15) persons.

SECTION 2. At the annual meeting of the stockholders occurring in 1974, six (6) directors shall be elected. Two (2) shall be elected for a term of two years, and four (4) shall be elected for a term of three years. At the annual meeting occurring in 1975, five (5) directors shall be elected. One (1) shall be elected for a term of one year, and four (4) shall be elected for a term of three years. Thereafter at each annual meeting a sufficient number of directors to fill the expired terms shall be elected for a term of three years.

SECTION 3. Except as provided for in Article II, Section 3 of these By-Laws, each stockholder shall be entitled to one vote, either in person or by proxy, without cumulation, for each director to be elected. A plurality of the votes cast will govern.

SECTION 4. Vacancies on the Board of Directors by reason of death, resignation, or other causes, shall be filled by the remaining directors, choosing from among the members in good standing a director to serve until the next stockholders meeting, at which time an election shall be held to fill the unexpired term.

SECTION 5. Regular meetings of the Board of Directors shall be held monthly at such time and place in the community of Vienna, Virginia, as the President shall designate. Notice of the time and place of each such meeting shall be given to each director at least three (3) days prior thereto. Special meetings may be called by the President on his own motion and must be called on the written request of any three directors, by giving five (5) days’ notice to each director. A majority of the directors shall constitute a quorum.

SECTION 6. At the first regular meeting of the Board of Directors after each annual meeting of the stockholders, or at a special meeting called for that purpose, the newly constituted Board of Directors shall elect from among its members a President, Vice President, Secretary, and Treasurer, which officers shall be the officers of the Corporation. The said Board of Directors may also elect such other officers as it may deem necessary.

SECTION 7. The Directors shall have the general management and control of the business and affairs of the Corporation, and shall exercise all powers that may be exercised or performed by the Corporation, under statutes, the Articles of Incorporation, and these By-Laws.

SECTION 8. The Board of Directors may appoint from among the Directors an Executive Committee consisting of not fewer than three (3) nor more than five (5) persons, which committee shall have all the powers of the Board of Directors, except that said Committee shall not have the power to enter into contracts in amounts in excess of five thousand dollars ($5,000.00) or contract to sell, purchase,, or encumber property. The acts of the Executive Committee shall have full force and effect until the next regular meeting of the Board of Directors, at which time such acts shall be rejected or adopted as the Board's own acts.

SECTION 9. In the event a Director fails to attend the regular meetings of the Board of Directors for three (3) consecutive meetings, or otherwise fails to perform any of the duties devolving upon him as a Director, his office may be declared vacant by the Board of Directors and the vacancy filled is hereinbefore provided.

## ARTICLE V - OFFICERS

SECTION 1. The Officers of this Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, and such other officers as shall from time to time be chosen, each officer to serve a term of one (1) year, or until his successor has been duly elected and qualified Officers shall be elected by the Board of Directors from among the members of the said Board of Directors.

SECTION 2. The President shall preside at all meetings of the Directors and stockholders and shall general charge and control over the affairs of the Corporation, subject to the Board of Directors. He shall have the power to appoint and dismiss chairmen and members of committees and shall have such other powers and duties as shall be conferred upon him by the Board of Directors.

SECTION 3. The Vice President shall perform such duties as may be assigned to him by the Board of Directors. In case of the death, disability, or absence of the President, he shall perform and be vested with all the duties and powers of the President.

SECTION 4. The Secretary shall countersign all Certificates of Stock for the Corporation. He shall keep a record of the minutes of the proceedings of meetings of the stockholders and Directors and shall give notice as required in these By-Laws of all such meetings. He shall have custody of all books, records, and papers of the Corporation, except such as shall be in the charge of the Treasurer, or of some other person authorized to have custody and possession thereof by a resolution of the Board of Directors. The Secretary shall have such other and further duties as may be prescribed by these By-Laws or assigned by the Board of Directors.

SECTION 5. The Treasurer shall keep accounts of all monies of the Corporation received or disbursed and shall deposit all monies and valuables in the name of and to the credit of the Corporation in such banks and depositories, insured by the Federal Deposit Insurance Corporation or other similar federally sponsored agency, as are designated by the Board of Directors. Annually, he shall have a financial review of the condition of the Corporation completed by a Certified Public Accountant. However, upon conclusion of a treasurer's term in office or every third year, whichever is less, he shall have a financial audit performed in lieu of a review. This financial statement shall cover the fiscal year of the Club which runs from 1 October through 30 September. This report shall be delivered to the Treasurer no later than 31 January.

SECTION 6. The Treasurer shall be bonded in an amount to be determined by the Board of Directors.

## ARTICLE VI-COMMITTEES

SECTION 1. There shall be the following committees: Operations and Rules Committee, Planning and Maintenance Committee, and Membership Committee, which shall be designated as standing committees, together with such other committees as shall from time to time be appointed by the President.

SECTION 2. The Operations and Rules Committee shall supervise the operation of the facilities of the Corporation, and shall, from time to time, formulate such rules and regulations governing the activities of the members as said committee shall deem necessary and expedient.

SECTION 3. The Planning and Maintenance Committee shall maintain the facilities of the Corporation in a condition of good repair. Periodically, or at the request of the Board of Directors, the Committee shall investigate the needs and desires of the stockholders and submit to the Board of Directors recommendations as to further development of new facilities.

SECTION 4. Deleted.

SECTION 5. Acts of standing committees shall be valid until the next regular meeting of the Board of Directors, at which time such acts shall be reported to the Board, which will either reject them or adopt them as its own acts. Standing committees shall not have the power to enter into bids in amounts in excess of five thousand dollars ($5,000.00) or to contract to sell, purchase, or encumber property.

SECTION 6. The Chairman of any committee may appoint from among the membership such subcommittees as he shall from time to time deem necessary and expedient.

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## ARTICLE VII-SEAL

SECTION 1. The seal of this Corporation shall be circular with the name of the Corporation around the border and the year of incorporation in the center.

## ARTICLE VIII-AMENDMENTS

SECTION 1. Any of these By-Laws, except as otherwise specified, may be amended by a majority vote of the stockholders at the annual meeting, or at any special meeting called for that purpose.

SECTION 2. The Board of Directors may, except where otherwise provided, amend, alter, and repeal the By-Laws, and adopt additional By-Laws as may, from time to time, be deemed necessary. Such By-Laws shall be valid until rejected by a majority of the stockholders voting at a duly called meeting.

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**BOARD OF DIRECTORS**

Last amended September 2023