

# **HOLLIN MEADOWS SWIM AND TENNIS CLUB**

## **BY-LAWS**

(as amended 12/12/2020)

### **ARTICLE I**

#### **Name**

The name of the corporation shall be The Hollin Meadows Swim and Tennis Club, Incorporated and shall hereafter be referred to as the “Club”.

### **ARTICLE II**

#### **Object**

The purpose for which the Club is formed shall be:

- a. to construct, operate, and maintain a swimming pool, tennis courts, and all necessary facilities appurtenant thereto,
- b. to develop, operate, and maintain a community park and playground facilities;
- c. to lease, own, and manage real and personal property for community recreation purposes;
- d. to construct and manage any structures necessary to the foregoing purpose in the County of Fairfax and State of Virginia for the use of its members and their families.

### **ARTICLE III**

#### **Directors**

Section 1. The Club shall be managed by a Board of Directors ELEVEN in number.

Section 2. At the annual meeting of the Active Members of the Club, Directors shall be elected from among the members for a term of two years and until their successors shall have been chosen (directors shall be elected annually for a term of two years – six directors in one year and five directors the following year). In voting for Directors, each active membership unit may cast one vote for each seat to be filled.

Section 3. Members of the Board of Directors who shall cease to hold active membership in the Club automatically shall cease to be a member of the Board of Directors. If a Director fails to attend regular meetings of the Board of Directors for three consecutive meetings or otherwise fails to perform any of the duties required of a Director, such office may be declared vacant by the Board of Directors and the vacancy filled as herein provided.

## ARTICLE IV

### Duties of Directors

Section 1. Consistent with these By-laws, the Board of Directors shall:

- a. Transact all Club business, approve real estate leased, and make and amend rules for the regulation of the use of Club property. It may appoint and remove such officers, clerks, agents, servants or employees as it may deem necessary and may fix their duties and compensations;
- b. Review and approve or disapprove all applications for membership in the Club;
- c. Fix, impose, and remit penalties for violations of the By-Laws and Rules of the Club;
- d. Elect from among the membership of the Board, a President, Vice President, Secretary, Treasurer, Membership Chairperson, Pool Operations Chairperson, Facilities Chairperson, Tennis Chairperson, Grounds Chairperson, Swim Team Chairperson, and Social Chairperson;
- e. If necessary, create the offices of Assistant Secretary and Assistant Treasurer and appoint one or more persons, who may not be members of the Club, to such offices with pay;
- f. Constitute and approve the membership of committees and define the powers and duties of the same;
- g. Fill any vacancy in the membership of the Board of Directors to serve until the next annual meeting of the Active members.

Section 2. The Board of Directors shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts, and other instruments of the payment of funds of the Club shall be executed. Any two of four Officers of the Board as designated by the Board, shall sign all checks, drafts, and other instruments for the payment of money drawn in the name of the Club in excess of \$2,500.

Section 3. The Board of Directors shall cause the books of the Club to be reviewed every five years by an independent auditor selected by the Directors who shall neither be a Director nor Officer of the Club. In years in which the books are not reviewed, the President, Vice President, Treasurer and Secretary, will meet to review the financial records including receipts, invoices, check registers, bank statements, etc., to ensure financial integrity. Minutes of the meeting will be recorded.

Section 4.

- a. The Board of Directors shall meet annually and at such other times as they may deem necessary. The time and place of each meeting shall be fixed by the Board.
- b. Six members of the Board shall constitute a quorum.
- c. A majority of the Board present shall be required to pass all resolutions voted upon except as otherwise specified in the By-Laws.

Section 5. In addition to the foregoing enumerated powers, the Board shall have such other powers, not prohibited by the By-Laws or by Statute, necessary for the operation and management of the Club.

## ARTICLE V

### Officers

Section 1. The Officers of the Club shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Chairperson, a Pool Operations Chairperson, a Facilities Chairperson, a Tennis Chairperson, a Grounds Chairperson, a Swim Team Chairperson, and a Social Chairperson, and, if deemed necessary by the Board of Directors, an Assistant Secretary and/or an Assistant Treasurer. The Board may from time to time appoint assistant officers or co-chairs who shall not have independent voting rights.

Section 2. The President shall preside at the meetings of the Club and the Board of Directors. Such individual shall be the administrative officer of the Club; shall appoint all standing and all special committees, and shall be an ex-officio member of all committees, except Nominating Committees.

Section 3. The Vice President, in the absence or disability of the President, shall act in the President's stead. The Vice President shall, under the direction of the President, attend to the business and financial operations of the Club; shall be ex-officio, a member of all committees, and shall have such other duties as determined by the Board.

Section 4. The Secretary shall keep the minutes and shall perform such other duties pertaining to the office as the Board of Directors may determine.

Section 5. The Treasurer shall attend to keeping accounts of the Club, collecting the revenues and paying the bills as approved by the Board of Directors, or other agency authorized by the Board to incur them, and shall maintain the membership certificate transfer books of the Club. The Treasurer shall deposit funds of the Club, in the name of the Club in such depository as may be authorized by the Board, and shall perform such other duties as the Board may direct.

Section 6. The Assistant Secretary and the Assistant Treasurer shall perform such duties as they may be assigned them by the Secretary or Treasurer, respectively, or by the Board of Directors.

Section 7. The Membership Chairperson shall be responsible for recruitment of new members, maintenance of all membership records, including active, inactive, new, and withdrawn member, and monitoring of member infractions.

Section 8. The Pool Operations Chairperson shall be responsible for planning and overseeing the operations of the pool to ensure smooth and continuous operation during the summer season. This includes the hiring of pool management and guards, the purchase of pool supplies, the monitoring of daily operations, and coordination with event planners (swim team, social, etc.). It also includes maintenance of the two pools and their filtration systems, and coordinating with the pool management company and staff regarding performance, safety, and unanticipated needs.

Section 9. The Facilities Chairperson is responsible for preplanned and reactive upgrades and maintenance of the Club's physical plant and infrastructure. The physical plant includes buildings, decks, hardstands, awnings, furniture, and utilities, but excludes the two pools themselves. On an annual basis, asses conditions, plan multi-year upgrades, estimate budget,

obtain bids and monitor completion. During the summer swim season, react to unanticipated facility needs.

Section 10. The Tennis Chairperson shall organize, direct, and coordinate all tennis activities of the Club, including maintenance of the courts.

Section 11. The Grounds Chairperson shall be responsible for maintaining and/or improving the five acres within the fenced area of the Club. The Grounds Chairperson shall also be responsible for obtaining and overseeing any outside contractors that may from time to time be necessary in order to conduct maintenance work on Club grounds.

Section 12. The Swim Team Chairperson shall organize, direct and coordinate all activities of the Hollin Meadows Swim Team.

Section 13. The Social Chairperson shall organize, direct, and coordinate all social activities of the Club.

Section 14. No member shall hold more than one office at a time.

## **ARTICLE VI**

### **Members**

Section 1. As of December 9, 2014, membership in the Club shall consist of membership units who pay an initiation fee with no refund upon termination of membership with the Club. Members joining the Club on or before December 8, 2014 will continue to receive a \$300 refund after written notification to the Board of Directors of intent to the withdraw from the Club, and only after such vacancy has been filled by a new membership unit and the refund is approved by the Board of Directors at its fall annual budget meeting. Membership is maintained by prompt payment of annual dues and all other fees, as well as observance of all the rules and regulations governing the operation of the Club and its facilities.

Section 2. Memberships in the Club are of four types:

- a. Active. Active membership is limited to membership units who have paid an initiation fee and promptly pay annual dues and all other fess. Each membership unit shall consist of one adult member over 21 years of age, and the Club membership entitles all other members of the unit to associate membership, so long as all dues and fees are paid in a timely fashion.
- b. Associate. Associate membership is limited to persons who are members of the membership unit of an active membership and who resides full time in the active member's household.
- c. Inactive. Inactive membership is any membership unit which has not paid annual dues or other fees in a timely manner and which has not formally expressed its intent to withdraw from the Club.
- d. One Year Provision. A membership unit which joins the Club for a single season shall be charged a nonrefundable fee of \$250 plus annual dues as provided for in Article VII. The

one year provision may only be used two times. Such nonrefundable fee shall not be applied to any subsequent initiation fee as provided for in Article VII.

- e. Honorary. Honorary membership is limited to such persons as the Board of Directors may elect.

Section 3. A membership unit is defined as all persons living full-time under one roof during the summer season. Exceptions to this would be minors of divorced parents, nannies, or au-pairs. All other exceptions shall be considered by the Board of an individual basis.

Section 4. The total number of active memberships shall not exceed 450 or such lower number that Fairfax County will approve. Only active members shall have a vote in the affairs of the Club, and shall have any right or interest in the assets of the Club. Voting by duly appointed proxy shall be permitted.

Section 5. Membership in the Club shall be represented by a member's (or prospective member's) application of membership which shall be submitted to the Membership Director. The Membership Director shall maintain all records pertaining to new, active, inactive and withdrawn members.

Section 6. Associate and Honorary memberships are not transferable and carry no rights to assets of the Club. Honorary memberships may be terminated by the Board of Directors at its discretion.

Section 7.

- a. A member may, for a cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three months by a two-thirds vote of the entire membership of the Board of Directors, or expelled by a three-fourths vote of the entire membership of the Board of Directors. Cause for suspension or expulsion shall include, but not limited to, failure to pay annual dues, or of violations of these By-Laws, or of the rules and regulations of the Club, or inappropriate conduct. The suspension or expulsion of a member of any category may be cause, in the discretion of the Board of Directors, for the suspension or expulsion of all other members of the family unit or the termination of the active membership.
- b. The Board of Directors may delegate to the Chairman of a duly appointed committee or to a responsible employee of the Club the power to suspend pool privileges for the violation of Club rules and regulations, provided such suspensions do not exceed seven (7) days. A written report of such suspension, containing reason therefore, shall be submitted to the President or an appointed delegate within twenty-four (24) hours.

Section 8. In case of expulsion under Section 7 of this Article, of an active member of the Club, the Board of Directors shall offer the membership to a qualified applicant.

Section 9.

- a. All members of the Club and their guests shall be accorded the use of the facilities of the Club subject to such rules and limitations as are applicable to the use thereof and

contained in the published rules and regulations of the Club, which shall be posted at all times in conspicuous places in the Club's facilities. Guest privileges shall be limited by the Board of Directors to prevent abuses of such as excessive use by potential members and overcrowding.

- b. The Board of Directors is authorized to approve and schedule use of Club facilities, except on Saturdays, Sundays and holidays, by adult-sponsored and supervised groups, upon written application therefore. The exception of Saturdays, Sundays, and holidays does not apply during the off-season when the pool is not in operation.
- c. Sponsors of the group activities shall assume full responsibility and shall be personally liable for all costs incurred by the Club incident to the use of the facilities or any damage ensuing as a consequence thereof.
- d. Groups of ten (10) people or more, when sponsored by an adult member, are not considered guests.
- e. Activities of the Swim League and HMSTC Swim Team and Tennis Teams are Club sponsored and as such are not considered within the scope of individual member-sponsored activities.

#### Section 10

*In the case of the club having the maximum allowable number of active membership units, the Board of Directors may create a wait list including establishing a set fee for potential new memberships who wish to have a priority for any potential vacancy. The Membership director shall maintain a wait list of qualified applicants for Active membership in the club based on the criteria established by the Board of Directors. Inactive members who have not formally expressed intent to withdraw from the club will be maintained on the wait list for active membership for no more than 2 years with priority over non-members based on the number of years they were active. After two (2) consecutive years of inactive status members lose their priority and a non-member may be invited to join the club ahead of them.*

*An Active Member who is active duty Military or Foreign Service and transferred out of the area may be on the wait list for the period of their work-related move, during which time they will have priority over non-members based on the number of years they were active members.*

*It is the responsibility of each person or family on the wait list to provide the Club with updated contact information, and to respond to the club within five (5) days if the Club offers a membership*

## **ARTICLE VIII**

### **Dues and Fees**

#### **Section 1.**

- a. At each annual meeting of the Club, membership dues for the ensuing year shall be established.
- b. Dues shall be sufficient to provide for the necessary operating expenses of the Club, the proper maintenance and improvement of its property, and sufficient reserves for future capital improvements. Such dues may be subject to an additional charge up to twenty-five percent (25%) at the discretion of the Board of Directors.
- c. No dues or any part thereof shall be refunded for any cause.
- d. Members who fail to pay their annual dues by April 1 may be assessed a penalty. The amount of the penalties shall be established by the Board of Directors.
- e. Each membership unit, on a yearly basis, as the responsibility to either (1) pay their full annual dues and fees, or (2) provide written notification to the Board in a timely fashion that the membership unit wishes to become inactive.

Section 2.

- a. No member of a Club family may use the Club facilities until annual dues are paid, and any family failing to pay annual dues shall forfeit their right to use Club facilities, and shall be considered inactive.
- b. In the case of an inactive member, the Board of Directors, in its discretion may offer the membership to a qualified applicant for membership, such sale to be handled in the manner specified in Article VI.
- c. Members of this inactive status may not have the guest privileges of the Club nor may they attend as the guest of an active member.

Section 3. Active members shall be responsible for the payment of all charges and liabilities that may be imposed or incurred by members of their membership units and guests to whom the privileges of the Club shall have been extended.

Section 4. All applicants accepted for membership shall be required to pay an initiation fee of \$700 as outlined in Section 1a of Article VI, provided, however, that no initiation fee shall be charged to the first one hundred (100) Charter Members of the Club.

Section 5. Guest fees shall be set by the Board of Directors.

Section 6. The Membership Director may authorize a reduction in annual dues for any new or existing membership unit which chooses to participate in Club activities after the 31<sup>st</sup> of July.

Section 7. The Board of Directors may impose a fee on any nonmember of the Club that elects to participate in certain Club activities as specified by the Board, i.e, tennis lessons. Payment of such fee shall be in effect for a single season, shall be in addition to any other costs associated with such activity, and shall not entitle the nonmember to participation in any formal programs of the Club such as the tennis team. The Membership Director shall authorize such a fee to be applied toward any subsequent annual dues should the nonmember decide to join the Club.

Section 8. The Board of Directors may establish a fee to be managed by the Membership Director on non-members who wish to join a wait list for new Active membership at the club

## **ARTICLE VIII**

### **Meetings**

Section 1. The Annual Meeting of the Club shall be held during the fourth quarter of each year at such time and place as the Board of Directors may determine.

Section 2. Special meetings of the Club may be called by the Board of Directors. Also, upon the written requests of twenty-five (25) members to the Secretary, stating the purpose therefore, a special meeting shall be called within thirty (30) days.

Section 3.

- a. Notice of the annual meeting shall be given to members as required by law but shall not be less than ten (10) days, nor more than fifty (50) days prior to the meeting date.
- b. Special meetings of the Club may be held on seven (7) days notice by mail or email to all members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted.

Section 4. Fifteen percent (15%) of the active membership units, present or by proxy, shall constitute a quorum at all meetings and each active membership unit is entitled to one vote.

Section 5. Whenever in these By-Laws notice to members is required, the mailing (by U.S. Mail or email) of such notices to the address of the members as listed on the book of the Club shall constitute notice.

Section 6. Special meetings of the Board of Directors may be called by the Secretary upon the request of two members of the Board. Notice of special Board meetings shall be given to each member of the Board at least one (1) day before the date of the meeting.

## **ARTICLE IX**

### **Miscellaneous**

Section 1. Any question as to the meaning of the proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

Section 2. Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds of the Directors present at a duly held meeting of the Board of Directors, and written notice given to the membership within thirty (30) days. Such amendments shall be effective until rejected by a majority of the voting active members present at a duly held meeting.

Section 3. Amendments to these By-Laws may also be adopted by the affirmative vote of two-thirds of the active members present at a duly held meeting.



Section 4. Any Director or Officer of the Club may be removed from office by the affirmative vote of two-thirds of the voting members present at a special meeting called for the purpose, but only after an opportunity has been given such individual to be heard.

Section 5. When an officer is absent or otherwise unable to perform the duties of their office, the Club may by resolution designate another member of the Board of Directors to act temporarily in their place.

Section 6. Copies of the organization papers of the corporation, its By-Laws, and any amendments thereto, and the transfer books of the Club shall be preserved in a place of safekeeping. Returns of elections and proceedings of all meetings of the Directors and members shall be recorded in the minute books. The minutes of all meetings shall be signed by the President and Secretary or by those acting in their places.

Section 7. The Board of Directors shall deliver or mail an annual operating report to the membership units no less than 10 days prior to the annual meeting.

Section 8. The Club may be dissolved upon the affirmative vote of two-thirds of the entire active membership units.

## **ARTICLE X**

### **Parliamentary Authority**

The rules contained in the current edition of ROBERT'S RULES OF ORDER, NEWLY REVISED shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt.

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