

FMWST By-Laws (amended 1.13.22)¹

ARTICLE I -- NAME

The name of this corporation shall be Fox Mill Woods Swim & Tennis Club, Inc., hereinafter referred to as "the Club".

ARTICLE II

The purpose for which the Club is formed is to furnish swimming and tennis facilities and additional appropriate recreational facilities for members of the Club and their families, such facilities to be operated exclusively for pleasure, recreation and other nonprofitable purposes. No part of the net earnings of the Club may inure to the individual benefit of any member. (Amended 10/16/87)

ARTICLE III

Section 1. Maximum number of members. The total number of members in the Club shall be limited to a maximum of three hundred (300).

Section 2. Application for Membership. Application for membership shall be made in writing on forms designated by the Board of Directors. Each application shall be approved by the Board of Directors or a committee thereof authorized to approve applications pursuant to such procedure as the Board shall establish. (Amended 10/26/87)

After the maximum authorized number of memberships has been issued, applications for membership will be placed in a file to be maintained by the Board of Directors. This file shall be used in considering applicants in the event that outstanding memberships are redeemed by the Club or in the event that an increase in the total authorized number of memberships is authorized by amendment to these By-Laws.

The Board of Directors may, at its discretion, give preference in issuing membership to a purchaser of the home of a member of the Club. A member who sells his home and who desires to obtain for the purchaser thereof the benefit of his membership may request such consideration in writing from the Board of Directors

Section 3. Membership fees. Fees to be charged for membership shall be established from time to time by the Board of Directors with due regard for the financial needs of the Club and the demand for such memberships.

Section 4. Issuance of memberships. Upon commitment to full payment of all dues and fees, memberships shall be issued to one adult member of a family unit, and this membership shall entitle all persons in the family unit to utilize the Club's facilities until such time as the Board of Directors determines such member is required to renew their membership at the then approved membership fee rate, however, in no case shall the Board of Directors require a member to renew their membership or require a new membership fee prior to the next annual meeting of members. Each family unit shall designate the person in whose name the membership shall be listed. In the event of death of the designated member, the membership will, be transferred to another adult member designated by the

¹ These By-Law amendments were approved by an affirmative vote of all existing seven Directors at a meeting held on December 1, 2021, and are effective for all purposes as they were **not rejected by two-thirds (2/3)** of the members voting and in good standing at the January 13, 2022 annual meeting of members.

family unit. A family unit is defined as all persons of the same immediate family who permanently reside in the same housing unit. An adult family member shall be considered to be a person of eighteen (18) years or more of age. The Board of Directors may, upon application of any member, determine whether, in the discretion of the Board, a particular person is to be considered within the family unit. (Amended 10/26/87; 1/13/22)

Section 5. Eligibility for Membership. Eligibility for membership shall be determined at the sole discretion and pleasure of the Board of Directors or a committee thereof authorized to approve new members. Any applicant who has been disapproved by the Board of Directors shall have the privilege of review by the membership at large, according to such procedure as may be fixed by the Board of Directors.

Section 6. Membership in good standing. Memberships shall be considered in good standing so long as all fees and dues are paid in the manner prescribed herein and so long as persons entitled to use of the Club's facilities under such membership comply with the established rules and regulations of the Club.

Section 7. Redemption and Transfer of membership. Memberships are not redeemable, refundable or transferrable, and remain valid in accordance with Article III, Section 4 (Issuance of memberships) and Section 10 (Expulsion and suspension). Notwithstanding the foregoing, the Board of Directors, in its sole discretion, and on a case-by-case basis, may approve the transfer of memberships from one member to a prospective member, however all requests for such transfer of membership must be made in writing to the Board of Directors. Any indebtedness owed the Club must be satisfied prior to approval of such transfer. (Amended 1/13/22)

Section 8. Lessees of members. In the event that a member in good standing shall desire to permit the lessee of his home to use his membership temporarily, he shall make application to the Board of Directors. If the Board of Directors shall find the lessee acceptable for membership, it may authorize the use of such membership by the lessee. The lessee, and persons in the lessee's family unit, shall thereupon and upon payment of all annual dues, be entitled to use the facilities of the Club. Such membership shall, however, remain in the name of the lessor, and the lessee shall not be entitled to vote in proceedings of the Club.

Section 9. Reserved. (Amended 1/13/22)

Section 10. Expulsion and suspension. Membership privileges of members who do not comply with the rules and regulations promulgated by or under authority of the Board of Directors shall, be subject to the penalties (suspension or expulsion) set forth in such rules and regulations. The Board of Directors may authorize the Pool Manager to suspend the membership privileges of any individual for a period not exceeding seven (7) days as a disciplinary measure provided for in the pool regulations. Membership privileges may be suspended for a longer period of time, or a member expelled, or any individual entitled to use the facilities of the Club permanently denied such entitlement, for due cause and after having been granted an opportunity for a hearing before the Board of Directors. Expulsion. of a member or permanent denial of an individuals use of the facilities of the Club shall be effective upon the affirmative vote of four (4) Directors. Due cause for suspension, expulsion of a member or permanent denial of an individuals privileges shall consist of a violation of these By-Laws, or the rules and regulations of the Club, or conduct detrimental to its members.

Failure to pay annual dues will cause membership privileges to be suspended until such dues are paid, together with such penalty for late payment as may be prescribed by the Board of Directors. Failure to pay annual dues within six (6) months after due shall be grounds for expulsion of the member.

In case of expulsion of a member, the Club shall redeem such membership in the manner provided in Section 7 of this article, except that any arrearages resulting from unpaid dues owed the Club may, at the discretion of the Board of Directors, be deducted from the redemption price.

A member once expelled by the Board of Directors may be reinstated by a majority vote of the members at a duly called annual or special meeting, after an opportunity to be heard has been granted to the former member and to a representative of the Board of Directors.

Section 11. Guests. Guests of members shall be admitted to the use of the facilities of the Club pursuant to the By-Laws and the rules and regulations promulgated from time to time by the Board of Directors. Rules respecting guest privileges shall be promulgated annually by the Board of Directors as part of the annual Pool Regulations.

ARTICLE IV - - DIRECTORS

Section 1. Number of Directors. The affairs of the Club shall be managed by a Board of Directors composed of seven (7) members. At least four (4) of the Directors shall be members residing in Fox Mill Woods neighborhood. (Amended 10/12/79; 1/13/22)

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

Section 3. Board of Directors: Tenure. An initial Board of Directors shall consist of the incorporators, who will serve until the first annual meeting after the pool is completed.

The succeeding Board will consists of seven (7) directors designated by the incorporators and confirmed by the membership, two (2) of whom shall serve for one (1) year, two (2) of whom shall serve for two (2) years, and three (3) of whom shall serve for three (3) years. These Directors shall organize themselves as the tenure of each Director. Thereafter, at each annual meeting, Directors shall be elected to serve for a term of three (3) years

Section 4. Nominating Committee. A nominating committee shall be appointed by the President subject to the approval of the Board of Directors at least sixty (60) days prior to the annual meeting. This committee shall consist of the Committee Chairmen and other interested members of the Club and shall nominate a slate of not less than the number of Directors to be elected. Additional nominations may be presented at the annual meeting by any member entitled to vote. (Amended 10/20/8 1; 10/26/87)

Section 5. Vacancies. Vacancies occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors; however, the minimum number of Directors shall be five (5). Should the Board opt to fill a vacancy, preference may be given to unelected candidates from the previous election. Any Director so elected shall serve until the next annual meeting, at which time an additional Director shall be elected to serve for the remaining unexpired term, if any, of the Director originally replaced. (Amended 10/26/87)

If a Director fails to attend three (3) consecutive meetings of the Board or otherwise fails to perform any of the duties devolving upon him as a Director, his office may be declared vacant by the Board and vacancy filled as herein provided.

ARTICLE V - - MEETING OF THE MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of the Club shall be held during the month of January of each year or at such earlier time as determined by the Board of Directors but at least 9 months after the previous year's annual meeting, at such place within Fairfax County, Virginia, and at such time as the Board of Directors shall designate. Such annual meeting may be held in person or virtually through electronic means at the discretion of the Board of Directors. (Amended 10/21/81; 12/09/85; 1/13/22)

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

Section 3. Notice. Written notice stating the place, day and hour of a meeting of members shall be sent by mail, or email and posting to the Club website, by the Secretary or their delegatee not less than thirty (30) days nor more than fifty (50) days before the date of any meeting of members, to each member entitled to vote at such meeting. Such notice shall be deemed to be delivered when deposited either in the United States mail addressed to the member at his address as it appears on the records of the Club, with postage thereon prepaid, or emailed to the member's email address on file and or posted to the Club website. The notice given of any special meeting shall state the purpose or purposes for which it is called, and no other business shall be transacted at such meeting. For any meeting, such notice shall include a proxy instrument. (Amended 10/26/87, 10/21/19)

Section 4. Quorum. At any meeting of members, ten percent (10%) of the members in good standing and active status is entitled to vote and, represented in person or by proxy, shall constitute a quorum. The vote of a majority of votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the numbers, unless a greater proportion is required by the statutes of the Commonwealth of Virginia, the articles of Incorporation, or these ByLaws. (Amended 10/26/87)

Section 5. Voting. Each member in good standing and active status of the Club shall be entitled to vote at any annual or special meeting. This vote may be cast in person by the person in whose name the membership is issued or by proxy held and exercised by any other adult member of the same family unit or by written proxy filed with the Secretary prior to the meeting. (Amended 10/26/87)

Robert's Rules of Order, Revised, shall govern all proceedings of the corporation, except where provided otherwise by the By-Laws.

ARTICLE VI - - OFFICERS

Section 1. Officers elected. The Officers of the Club shall be a President, Vice President, Treasurer and Secretary, and other such officers and assistant officers as shall be determined by the Board of Directors, all of whom shall be elected by the Board of Directors from among their own number. Officers shall be

elected at the first meeting of the Board of Directors following the annual meeting of the members and shall hold office for a term of one (1) year or until their successors are enacted and qualified.

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

Section 3. President. The President shall: (a) Preside at all meetings of the members and at all meetings of the Board of Directors.

(b) Act as principal executive officer for the Club in connection with all business authorized by the Board of Directors and, together with the Secretary or any Assistant Secretary sign all official contracts, agreements, authorizations and applications pertaining to the business of the Club.

(c) Direct and supervise all employees of the Club. This authority may be delegated to one of the committees appointed pursuant to Article VIII, Section 1. Appointment, discharge and compensation paid to employees of the Club shall be subject to the approval of the Board of Directors, however. (d) Sign checks, as provided in Article X, for the disbursement of funds of the Club.

Section 4. Vice President. The Vice-President shall have and exercise all the powers, authority and duties of the President during the absence or disability of the latter, and shall have such powers and perform such duties as may be delegated to him by the President. The Vice-President is authorized to sign checks, as provided in Article X, for disbursement of the funds of the Club.

Section 5. Treasurer. The Treasurer shall:

(a) Have custody of all funds and financial records of the Club, subject to such limitations and control as may be imposed by the Board of Directors.

(b) Have authority to sign checks for disbursement of the funds of the Club, as provided in Article X. (c) Collect revenues payable to the Club.

(d) Provide and maintain full and complete records of all the assets and liabilities of the Club.

(e) Prepare and submit to the Board of Directors such financial statements as the Board of Directors shall designate. (f) Prepare such financial reports and tax returns as are required by law.

Section 6. Secretary. The Secretary shall prepare and maintain full records of meetings of the Board of Directors and meetings of members, including complete returns of all elections conducted in such meetings. He shall give or cause to be given, in the manner herein prescribed, proper notice of all meetings of the members. He shall keep membership records and shall prepare membership certificates for issuance to new members. Together with the President, he shall sign all official contracts, agreements, authorizations, and applications pertaining to the Club's business and shall cause to be affixed thereto the corporate seal, which seal shall remain in his custody. He shall maintain a file of all correspondence of the Club.

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

Section 8. Temporary or Additional Officers. When any officer is absent, disqualified or otherwise unable to perform the duties of his office, the Board of Directors may designate another member of the

Board to act temporarily in his place. The Board of Directors shall designate by resolution the duties of any additional officers or assistant officers appointed by it.

Section 9. Removal. Any Director or officer of the corporation may be removed from office by the affirmative vote of two-thirds (2/3) of the members present at a regular or special meeting of the membership called for the purpose, but only after the opportunity has been given him to be heard. Any officer of the Corporation may be removed from office by the affirmative vote of five (5) of the Directors present at a regular or special meeting of the Board, but only after opportunity has been given him to be heard. Such Officer may be reinstated for the remainder of his term by a vote of a majority of the members present at a special meeting of the membership.

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

ARTICLE VII - - MEETINGS AND DUTIES OF DIRECTORS

Section 1. Meetings. The Board of Directors shall meet as required to conduct the business of the Club. The President may call special meetings of the Board at any time. A special meeting shall also be called at the request of any two (2) Directors. The time and place within Fairfax County, Virginia, of each meeting shall be fixed by the President. In the absence of the President and Vice-President from any meeting, the President may appoint a Director to act as chairman. (Amended 10/26/87)

Section 2. Quorum. For any meeting of the Board of Directors, five (5) Directors shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, provided however, such majority of the Board of Directors must be members residing in the Fox Mill Woods neighborhood. Notwithstanding the foregoing, a majority of the Board of Directors is not the act of the Board of Directors where the action of a greater number of Directors is required by these By-Laws. (Amended 1/13/22)

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

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

- (a) Transacting the general business of the Club, including, but not limited to, the construction, expansion, maintenance, and repair of its facilities;
- (b) Establishing membership fees, guest fees, and annual dues; (c) Establishing, publishing, and enforcing rules for the use of the facilities of the Club;
- (d) Accepting or rejecting proposed members, action which may be by secret ballot; (Amended 10/26/87)
- (e) Employing the services of pool management firms and/or employing, discharging, fixing the compensation of and prescribing the duties of such employees as they deem necessary; (f) Fixing the amount and character of, and approving surety bonds required of any persons handling or having custody of the Club's funds;

(g) Electing and removing from office of officers, as herein provided; (h) Authorizing the incurring of obligations and the payment of such obligations;

(i) Electing directors to fill vacancies as herein provided;

(j) Preparing and submitting to each annual meeting of members a financial report of the affairs of the Club; (k) Providing for competent audit of the Club's books and records at least once a year;

(l) Selecting depositories and investments for funds of the Club, subject to limitations provided herein;

(m) Adopting or amending By-Laws of the Club to the extent authorized in the Articles of Incorporation and as hereinafter provided.

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

ARTICLE VIII - - COMMITTEES

Section 1. Committees Exercising Authority of Board. The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate one or more committees each of which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors, except as limited by the statutes of the Commonwealth of Virginia, Articles of Incorporation, or these By-Laws. Each committee shall have a designated member of the Board as its liaison to the Board. (Amended 10/26/87)

Section 2. Other Committees. Other committees with limited authority may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

ARTICLE IX - - ANNUAL DUES

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

Section 2. Payment. Annual dues shall be due and payable pursuant to such schedule as shall be established by the Board of Directors. Normally annual dues shall be due and payable on or before 5 May of the current fiscal year. (Amended 10/26/87)

Section 3. Penalties. Penalties for late payment or nonpayment of annual dues shall be imposed by the Board of Directors as provided in Section 10 of Article III.

ARTICLE X - - FINANCES

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

Section 2. Approval of Expenditures. Any expenditure or obligation, other than from the petty cash fund hereinafter authorized, shall require approval of the Board of Directors evidenced by resolution duly entered into the minutes of the meeting or by the annual budget or supplements and amendments thereto. For the avoidance of any doubt, any expenditure incurred that is not explicitly listed in the annual budget but is otherwise incurred for the day-to-day operation and maintenance of the Club, including but not limited to fees incurred for the services of lifeguards, pool chemicals and Club maintenance, food/beverage for sale, utilities, insurance or emergency repairs shall not require approval of the Board of Directors. (Amended 1/13/22)

Section 3. Disbursements. All disbursements of funds of the Club shall be made by checks signed either by the Treasurer, the President, the Vice-President or their agents; provided however, that the Board of Directors may by resolution provide for the establishment of a petty cash fund not to exceed \$100 per item. The Board of Directors may authorize the appointment of an Assistant Treasurer who shall be authorized to sign the checks in the absence of the Treasurer. (Amended 10/26/87)

Section 4. Bonding. The Board of Directors shall secure the faithful performance of the Treasurer, and the Assistant Treasurer, if appointed, by means of an adequate instrument, the premiums for which shall be paid from funds of the Club. (Amended 10/26/87)

Section 5. Investment or Deposit of Funds. All funds of the Club shall be deposited promptly after receipt in an institution designated by the Board of Directors, the deposits of which are insured by an agency of the United States Government, or invested in obligations of the United States Government. No funds of the Club shall be invested in any other means or lent to any person whomsoever. (Amended 10/26/87)

Section 6. Audit. The accounts of the Club shall be audited at such time periods determined by the Board of Directors, but no less than once every 3 years in a manner designated by the Board of Directors. (Amended 1/13/22)

ARTICLE XI - - BY-LAWS

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

Section 2. Amendment. These By-Laws may be amended as follows: (a) Proposed amendments may be originated by the Board of Directors or by a petition signed by ten percent (10%) of the total membership.

(b) All proposed amendments shall be mailed to each member not less than fourteen (14) days prior to the meeting of members at which such amendments are to be considered. The Board of Directors shall indicate by its recommendation, comment on such proposed amendments at such length, as it shall deem necessary. Any one (1) proponent of an amendment by petition, shall be entitled to include a statement with respect to such amendment, not to exceed five hundred (500) words in length for each article proposed to be amended.

(d) [NOTE: existing version By-Laws do not include an item (c)]. The affirmative vote of two-thirds (2/3) of the members voting and in good standing shall be effective for the adoption of any proposed

amendment. (e) Voting on proposed amendments may, at the discretion of the Board of Directors, be conducted by mail.

Section 3. Interim Amendments. Notwithstanding any other provisions of these By-Laws, the Board of Directors may amend these By-Laws by the affirmative vote of Directors. Such amendments shall remain in effect for all purposes unless rejected by two-thirds (2/3) of the members voting and in good standing at the next annual meeting of members.

Section 4. Copies. Copies of these By-Laws shall be made available to all members.

ARTICLE XII - - SEAL

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