

**BYLAWS
OF THE
BROOKFIELD SWIMMING CLUB, INC.**

As approved – April 17, 2007

ARTICLE I – NAME

The name of this corporation shall be the Brookfield Swimming Club, Inc., hereinafter referred to as "the Club".

ARTICLE II – PURPOSE

The purposes for which the Club is formed are to: promote the general health and welfare of its members by providing, acquiring, operating, maintaining, and conducting a swimming pool facility and additional appropriate recreational facilities for members of the Club and their families, such facilities to be operated exclusively for pleasure, recreation and other non-profitable purposes. No part of the new earnings of the Club may inure to the individual benefit of any member.

ARTICLE III - MEMBERSHIP

Section 1. Maximum Number of Members

The total number of memberships in the Club shall be limited to a maximum of 400.

Section 2. Application for Membership

- (a) Application for regular membership in the Club will be approved provided the applicant meets the membership requirements stated herein and memberships are available.
- (b) After the maximum authorized number of memberships has been issued, applications for membership will be placed in a file, in priority of receipt, to be maintained by the Membership Director. This 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 Bylaws.

- (c) A member, who sells their house and desires to transfer their membership to the purchaser, shall request such consideration in writing to the Board of Directors. The Board of Directors shall give preference in issuing a membership to a purchaser of the home of a member of the Club.
- (d) An applicant who has been previously expelled must be approved by majority vote of the Board of Directors in order to become a member.

Section 3. Membership Fees

Fees to be charged for memberships shall be established by the Board of Directors with due regard for the financial needs of the Club and the demand for such memberships.

Section 4. Eligibility for Membership

Membership shall be limited to owners of homes or lessees of homes of those communities that are south of Rt. 50, West of Stringfellow Road, East of Walney Road and North of Rt. 66 (hereafter, referred to as the service area). Upon approval of the Membership Director, persons living outside this service area may be granted membership.

Section 5. Issuance and Use of Membership

A family membership shall be issued in the name of one or more adult members of a family, and this membership shall entitle all persons in the family or other residents of the household to utilize the Club's facilities as long as such membership shall remain in good standing. A family is defined as all persons of the same immediate family who permanently reside in the same housing unit. The immediate family is defined as husband, wife, children, parents and dependent brothers and sisters. The Board of Directors may, upon written request of any member, determine whether a particular person is to be considered within the family or other resident of the household.

A couple's membership shall be issued in both members names, provided both are adults. One of the two, in a couple's membership must be 18 years or older.

A single membership shall be issued in the name of the single member. If the single member is not 18 years old, then a parent must co-sign the application and be financially responsible for the membership.

Section 6. Membership in Good Standing

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

Section 7. Redemption of Membership

- (a) In the event that a member in good standing makes written equity redemption request of the board of directors, the club shall redeem such membership equity at the original purchase price minus any outstanding obligations. This redemption will be executed within thirty days if the club's total membership is 350 or greater. Redemption requests that are made when the membership equity total is below 350 will be placed on the redemption wait list in the order in which it was received. The membership director will maintain the redemption request wait list. With Club approval, members on the redemption wait list may sell their equity interest in order to transfer their membership.
- (b) Once the Club equity total reaches 350 or the individual has been on the redemption wait list for (12) twelve months, the Club treasurer will redeem equity to individuals on the redemption wait list, in the order in which they were received.
- (c) Members must request redemption of equity in writing or by e-mail to the membership director or the club treasurer. The request must be sent no later than April 30th. Failure to submit written redemption request prior to April 30th will result in full season dues liability.
- (d) The Board of Directors will upon expulsion of a membership, refund the equity of the expelled member, minus outstanding obligations.

Section 8. Lessees of Members

In the event that a member in good standing shall desire to permit the lessee of his/her home to use his/her membership temporarily, he/she shall make application to the Board of Directors. The Board of Directors may authorize the use of such membership by the lessee. The lessee shall thereupon, and upon payment of all annual dues, be entitled to use the facilities of the Club. Such membership shall remain in the name of the lessor and lessee shall not be entitled to vote in proceedings of the Club. The lessor retains responsibility for financial obligations.

Section 9. Inactive Membership

- (a) Members will be granted inactive status by requesting in writing and submitting the appropriate inactive fee to the Board of Directors post marked on or before April 30th. Failure to submit inactive status request and fee will result in full seasonal dues liability.

- (b) Requests must be made each season and be accompanied by the inactive fee set annually by the Board. Members can only be granted inactive status during two consecutive years, after which their membership will be considered, terminated and they will be placed on the redemption waiting list.

Section 10. Seasonal Permit

- (a) Seasonal permits are only available when all memberships of the same class have been sold and there is an available inactive membership of the same class. Seasonal permits can only be approved if there is a corresponding (one to one relationship) inactive membership.
- (b) The board of directors must approve seasonal permit applications
- (c) Seasonal permits, when available, will be open in the following priority:
- Property owners or lessees of the service area on a membership waiting list.
 - Others.
- (d) When regular memberships are available, homeowners or lessees in the service area are ineligible for seasonal permits. A rejection of a membership offer will cause a resident of the service area to be ineligible for future seasonal permits.

Section 11. Expulsion and Suspension

- (a) Membership privileges of a member who does 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 or any individual for a period not exceeding seven 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 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 individual's use of the facilities of the Club shall be effective upon the affirmative vote of at least five Directors. Due cause for suspension, expulsion of a member or permanent denial of an individual's privileges shall consist of a violation of these Bylaws, or the rules and regulations of the Club, or conduct detrimental to its members.

- (b) For those members who have not applied for inactive status under the provisions of Section 9, and have not made written redemption request as outlined in section 7, failure to pay annual dues by the deadline will cause membership privileges to be suspended and the membership status to be “delinquent”. Once dues are paid, together with such penalty for late payment as may be prescribed by the Board of Directors, the member’s account will be made active. Failure to pay annual dues or other fees, post marked on or before April 30th shall be grounds for expulsion of the member and consumption of equity to offset delinquent fees and penalties.
- (c) In case of expulsion of a member, the Club shall redeem such membership in the manner provided in Section 7(d) of this Article.
- (d) A member, once expelled by the Board of Directors, may reapply for membership under provisions of Article III, Section 2 of these Bylaws.

Section 12. Guests

Guests of members shall be admitted to the use of facilities of the Club pursuant to the Bylaws and the rules and regulations promulgated by the Board of Directors. Rules regarding guest privileges shall be promulgated annually by the Board of Directors as part of the annual Pool Regulations.

Section 13. Membership Categories

The Brookfield Pool Board of Directors shall have the authority to create other limited membership categories, which benefit the Club and the community.

ARTICLE IV – MEETING OF MEMBERS

Section 1. Annual Meetings

The annual meeting of the members of the Club shall be held on any day in October or November of each year at such place within Fairfax County, Virginia, and at such time as the Board of Directors shall designate.

Section 2. Special Meetings

A Special meeting may be called at any time by the President or by the Board of Directors. A Special meeting shall be called by the Board within thirty (30) days of receipt of a written request of not fewer than ten 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 delivered by the Secretary, either personally, by mail, or by email to each member entitled to vote at such meeting, not less than ten (10) days or more than sixty (60) days before the date of any meeting of the members. If mailed, such notice shall be deemed

to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Club, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when email is sent to the member at his/her email address as it appears on the records of the Club. The notice as given of any special meeting shall state the purpose or purposes for which it is called, and no other business will be transacted at such meeting.

Section 4. Quorum

A quorum for Annual or Special Meetings that have been properly announced shall be the members in attendance. A simple majority of the voting members in attendance shall be required to approve actions properly brought before the meeting. A two-thirds (2/3) majority of the voting members in attendance shall be required to approve changes to the Bylaws.

Section 5. Voting

Each membership in good standing 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. Robert's Rules of Order, Revised, shall govern all proceedings of the Corporation, except where provided otherwise in the Bylaws.

Section 6. Proxies

At any membership meeting, a voting member may vote by proxy executed in writing by the member. The proxy shall be valid for one month by its date of execution unless otherwise provided in the proxy or its rescission.

Section 7. Voting by Letter Ballot

Matters requiring the vote of the entire membership may be decided by letter ballot. In such instances, the Club shall issue one letter ballot to each eligible voting member by first class mail to the last recorded address of the member at least 15 days prior to the stated return date of the ballot. The ballot shall set forth the issue to be decided and be completed by the voting member and returned to the Club via first class mail.

ARTICLE V - DIRECTORS

Section 1. Number of Directors

The affairs of the Club shall be governed by a Board of Directors composed of nine (9) members.

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 nine (9) directors shall be designated by the incorporation, three of which shall serve for one year, three of whom shall serve for two years, and three of whom shall serve for three years or until their successors are elected and qualified. The initial Directors shall organize themselves as to the tenure of each director. Thereafter, at each annual meeting of members, three Directors shall be elected to serve for a term of three 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 at least three (3) members 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.

Section 5. Vacancies

A vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. Any Director so elected shall serve the remaining unexpired term of the Director originally replaced.

Section 6. Removal

- (a) Any Director of the Corporation may be removed from office by the affirmative vote of two-thirds of the members present at any regular or special meeting of the membership, but only after the opportunity has been given the director to be heard.
- (b) If a Director fails to attend three consecutive meetings of the Board or otherwise fails to perform any of the duties devolving upon him/her as a Director, his/her office may be declared vacant by the Board and a vacancy filled as herein provided.

ARTICLE VI - OFFICERS

Section 1. Officers Elected

The Officers of the Club shall be President, Vice-President, Secretary, Treasurer, Pool Administrator, and such other officers and assistant officers as shall be determined 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 year or until their successors are elected and qualified.

Section 2. Limitation

No Director shall hold more than one office at one 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, sign all official contracts, agreements, authorizations and applications pertaining to the business of the Club.
- (c) Sign checks, as provided in Article X, for the disbursement of funds of the Club.

Section 4. Vice-President

The Vice-President shall:

- (a) Have and exercise all the powers, authority and duties of the President during the absence or disability of the latter.
- (b) Have such powers and perform such duties as may be delegated to him/her by the President.
- (c) Sign checks, as provided in Article X, for disbursement of the fund of the Club.

Section 5. Secretary

The Secretary shall:

- (a) Prepare and maintain full records of meetings of the Board of Directors and of meetings of members, including complete returns of all elections conducted in such meetings.
- (b) Give, or cause to be given in the manner herein prescribed, proper notice of all meetings of the members.
- (c) Keep membership records.
- (d) Together with the President, sign all official contracts, agreement 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/her custody.
- (e) Maintain a file of all correspondence of the Club.

Section 6. 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) Sign checks as provided in Article X for the 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, including at least an Income Statement and a Balance Sheet on a monthly basis.
- (f) Prepare such financial reports and tax returns as are required by law.

Section 7. Pool Administrator

The Pool Administrator shall:

- (a) Direct and supervise all employees of the Club.
- (b) Appoint, discharge and compensate employees of the Club subject to the approval of the Board of Directors.
- (c) Obtain, manage and supervise all contracts that pertain to club property and club operations.
- (d) Ensures that the club is ready for the swimming season.

Section 8. Other Duties

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

Section 9. Temporary, Assistant or Additional Officers

When any officer is absent, disqualified or otherwise unable to perform the duties of his/her office, the Board of Directors may designate another member of the Board to act temporarily in his/her place. The Board of Directors shall designate by resolution the duties of any additional officers or assistant officers appointed by it.

Section 10. Removal

Any officer of the Corporation may be removed from office by the affirmative vote of five (5) of the Directors at a regular or special meeting of the Board, but only after opportunity has been given him/her to be heard.

Section 11. Compensation

All officers of the Club shall serve without compensation.

Section 12. Indemnification

Each person who has been, now is, or hereinafter shall be, an officer and/or a director of the Club, shall be indemnified by the Club to the extent of its treasury funds, against all expenses reasonably incurred by him/her in connection with any action, suit or proceeding, or the settlement or compromise thereof, in an amount approved by the Club, in which he/she may become involved by reason of any action taken or omitted to be taken by him/her in the performance of his/her duties, provided that such action was taken or omitted in good faith.

ARTICLE VII - MEETINGS & DUTIES OF DIRECTORS

Section 1. Meetings

The Board of Directors shall meet at least once a month. The President may call special meetings of the board at any time. A special meeting shall also be called at the request of any three (3) 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.

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, except where the action of a greater number of Directors is required by these Bylaws.

Section 3. Notice

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

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 previously expelled members will be accomplished by open ballot;
- (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) Electing directors to fill vacancies as herein provided;
- (i) Preparing and submitting to each annual meeting of members a financial report of the affairs of the Club;
- (j) Providing for competent audit of the Club's books and records at least once per year;
- (k) Selecting depositories and investments for funds of the Club, subject to the limitation herein provided.
- (l) Adopting or amending Bylaws of the Club to the extent authorized in the Article 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; further the Board of Directors may not mortgage the real property of the Club for the purpose of raising funds for construction, or expansion, 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, if necessary, mortgage the real property for the purpose of maintaining the existing facility.

ARTICLE VIII - COMMITTEES

Section 1. Committees

The President, with the approval of the Board of Directors, may appoint committees. It shall be the duty of each committee to consider, recommend and report to the Club concerning all matters under their jurisdiction, and to cooperate with all other committees to ensure efficiency. Further, the President shall be an ex-officio member of all committees.

Section 2. Other Committees

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

ARTICLE IX – ANNUAL DUES & FEES

Section 1. Establishment

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

Section 2. Payment

Annual dues and/or fees shall be due and payable pursuant to such schedules as shall be established by the Board of Directors. Annual dues and/or fees shall be due and payable on or before April 30.

Section 3. Penalties

Penalties for late payment or non-payment of annual dues and/or fees shall be imposed by the Board of Directors as provided in Section 3 of Article III.

ARTICLE X – FINANCES

Section 1. Annual Budget

The Board of Directors shall approve and authorize an annual budget for the operations 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.

Section 3. Disbursements

All disbursements of funds of the Club shall be made by the Treasurer using check or other means, and will be supported by appropriate documentation. Disbursements in excess of \$2,000 shall be made by checks signed by the Treasurer and countersigned by the President, Vice President, or the Secretary.

Section 4. Bonding

The Board of Directors shall secure a blanket fidelity bond, the premiums for which shall be paid from funds of the Club.

Section 5. Investments or Deposits 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 the Federal Deposit Insurance Corporation, or invested in obligation of the United State Government. No funds of the Club shall be invested in any other manner or lent to any person whomsoever.

Section 6. Audit

The finances of the Club will be audited at least annually by a Certified Public Accountant. The Auditor will be selected and approved by the Board of Directors.

ARTICLE XI - BYLAWS

Section 1. Amendment

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 (10%) of the total membership.
- (b) All proposed amendments originating by petition must be submitted to the Board of Directors not less than thirty (30) days prior to the next succeeding annual or special meeting of members.
- (c) A copy of 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 its recommendation and comment on such proposed amendments at such length as it shall deem necessary. Proponents of an amendment by petition shall be entitled to include a statement with respect to such proposed amendment, not to exceed five hundred (500) words in length for each article proposed to be amended.
- (d) 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.

Section 2. Interim Amendments

Interim amendments may be adopted notwithstanding any other provision of these Bylaws, by the affirmative vote of six (6) Directors. Such amendments shall not become effective until forty (40) days after notification by mail to members of the Club. 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 or special meeting of members.

Section 3. Copies

These Bylaws 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 incorporation, and the words "Corporate Seal, Virginia".

ARTICLE XIII – ELECTRONIC COMMUNICATIONS

The Club shall have the option of using electronic methods, email, web site, etc., for communicating with members in instances where traditional U.S. Postal Service is specified in these Bylaws and when reasonable. Such communication shall be sufficient to meet all notice requirements assuming the communication still meets the specified time period.