

# **Highlands Swim and Tennis Club, Inc.**

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## **AMENDED AND RESTATED BY-LAWS**

**Effective as of  
September 1, 2022**

**Bryan Branch Road  
P.O. Box 9  
McLean, VA 22101  
Phone 703.821.9893**

## ARTICLE I: Members

### Section 1

The maximum number of permanent memberships in this Corporation shall be five hundred (500). Permanent memberships may be designated as "Family," "Single" or "Empty Nester" according to standards for each such designation as may be established by the Board of Directors from time to time. Absent any specific designation, a permanent membership shall be deemed to be a "Family" membership.

### Section 2

Certificates of permanent membership (also referred to as a "bond") shall be in a form adopted by the Board of Directors and shall be signed by the President or Vice President and countersigned by the Secretary, Assistant Secretary, Treasurer or Assistant Treasurer. Any of such signatures may be facsimile or electronic.

### Section 3

All memberships designated as "Family" shall be recorded in the Corporation's books and records in the name of the head of the household and shall entitle the person named therein and the members of his or her immediate family residing at the same address to the right to access and use the swimming pools and other facilities of the Corporation and subject to these Amended and Restated By-Laws (the "By-Laws"). For these purposes, "immediate family" means a spouse, partner, child, stepchild, foster child or other relative of the person in whose name a membership is recorded in the Corporation's books and records as determined by the Board of Directors. Notwithstanding the foregoing, a married child living in the same house as such head of the household shall not be considered a member of the immediate family for purposes of membership privileges in this Corporation. All memberships designated as "Single" shall be recorded in the Corporation's books and records in the name of an individual and shall only entitle the person named therein, and no one else, to the right to access and use the swimming pools and other facilities of the Corporation and subject to the By-Laws. All memberships designated as "Empty Nester" shall be recorded in the Corporation's books and records in the name of the head of the household and shall entitle the person named therein and his or her spouse or partner, and no one else, to the right to access and use the swimming pools and other facilities of the Corporation and subject to the By-Laws.

### Section 4

The Board of Directors shall have sole discretion with respect to accepting or rejecting any application for membership, which authority may be delegated to the Secretary of the Corporation. Each membership certificate shall be issued to an individual and only one such certificate shall be issued to any one person. Membership certificates shall not be issued to an entity. Only members whose dues are paid (or waived) and whose membership privileges are not restricted or suspended under Section 8 of Article I shall be regarded as members in good standing.

### Section 5

Ownership of a certificate of membership in this Corporation shall be transferred only by placing the certificate of membership in escrow with the Secretary of the Corporation, except that a new certificate may be issued, upon written request made to the Secretary of the Corporation, to reflect a change of ownership as a result of death, divorce or separation. Certificates of membership placed in escrow shall be listed on a register in the order in which received by the Secretary of the Corporation and sold at the authorized price to prospective members in the order registered by the Secretary. After the sale of a certificate of membership held in escrow, the Corporation shall remit to the former holder thereof the price such former holder paid the Corporation for the bond, less all outstanding indebtedness of such former holder to the Corporation. Certificates placed in escrow between September 1 and March 31, inclusive, shall not be liable for dues assessed after placing the certificate of membership with the Secretary. A certificate placed in escrow between April 1 and August 31 shall be liable for dues assessed during that year.

### Section 6

- (a) Temporary privileges may be granted by the Board of Directors to a person or family temporarily occupying or renting the house of a bond holder if the Board is so requested in writing by the bond holder. The bond holder and his or her immediate family shall not have any membership privileges during the period when such temporary privileges are granted by the Board of Directors. The grant of temporary privileges under this section shall not be construed as a transfer of membership. Accordingly, the bond holder will remain liable for any and all dues and assessments made against the same.
- (b) Summer privileges and guest privileges may be granted by the Board of Directors under such terms as it may designate.

### Section 7

The voting power and property rights and interests of all members of the Corporation in good standing shall be equal. In voting on all matters, each membership may cast one vote.

### Section 8

- (a) Membership privileges of a member and, if applicable, his or her family, shall be temporarily restricted or suspended upon notice (in the manner described in clause (i) of Section 3 of Article X) by the Secretary or Assistant Secretary whenever such member is in default of payment of dues and shall remain restricted or suspended until such dues are paid in full. Membership privileges of a member or any member of his or her family, as applicable, may also be temporarily restricted, suspended or otherwise revoked by the Board of Directors for any one of the following reasons:

- a. Violation of the By-Laws or any rules adopted by the Board of Directors.
  - b. Acts endangering the safety, health and property of members and others using the facilities of the Corporation.
  - c. Acts and conduct prejudicial to the Corporation, its members, employees, guests or invitees, or its objectives.
  - d. Exposure to or contraction of a disease or other condition judged by the Board of Directors to be likely to endanger the health of other members, employees, guests or invitees.
  - e. Failure to pay promptly for property damaged by a member, his or her family, guests or invitees.
- (b) The Corporation shall use good faith efforts to give written notice (in the manner described in clause (i) of Section 3 of Article X) to a member if the member fails to pay dues or other amounts owed to the Corporation in a timely manner. If a member fails to satisfy all amounts due to the Corporation within thirty (30) calendar days of such notice, the Corporation may restrict or revoke the rights of the member and the members of his or her family, as applicable, to access and use the swimming pools and other facilities of the Corporation, remit to the member the price such member paid the Corporation for his or her bond, and put the member (who would then be a former member) on the list of applicants for membership (without requiring or imposing any application fees).

### Section 9

Any membership may be revoked and any member may be removed as a member of the Corporation for acts and behavior of the nature set forth in Section 8 by vote of at least seven (7) Directors at any duly held Directors' meeting, provided such member shall have first been provided written notice (in the manner described in clause (i) of Section 3 of Article X) of the accusation against him or her, or with respect to his or her family member, guest or invitee, as the case may be, and shall be given an opportunity to be heard at the meeting at which such vote is to be taken. When so removed from membership, the former member shall immediately surrender his or her certificate of membership to the Corporation and it shall be placed in escrow with the Secretary for transfer. The determination by the Board of Directors shall be final. Any member so removed may apply for membership at a later date under the then applicable rules and procedures for new memberships.

## ARTICLE II – Board of Directors

### Section 1

The Corporation shall be managed by a Board of Directors of at least twelve (12) but not more than fifteen (15) in number. Members of the Board of Directors shall be members of the Corporation in good standing.

### Section 2

Members of the Board of Directors shall be elected at the annual meeting of the holders of certificates of membership. They shall be elected for three-year terms, with approximately one-third (1/3) of the members of the Board being elected each year.

### Section 3

If a Director fails to attend three (3) consecutive meetings of the Board of Directors without valid excuse acceptable to the Board, or a Director fails to discharge any of his or her other duties as a Director, he or she may be removed from the Board by vote of two-thirds (2/3) of the Directors present at a duly constituted meeting of the Board, and the Board of Directors may fill the vacancy created by such removal as herein provided.

### Section 4

Vacancies on the Board of Directors may be filled by the Board by approval of two-thirds (2/3) of the Directors present at a duly constituted meeting of the Board. Such appointees shall serve until the next annual meeting of the members of the Corporation.

## ARTICLE III: Officers

### Section 1

The officers of the Corporation shall include a President, Vice-President, General Counsel,<sup>1</sup> Secretary and Treasurer, and may include an additional Vice-President, an Assistant Secretary and an Assistant Treasurer, all of whom shall be members of the Board of Directors. They shall be elected by the Board of Directors at its first meeting after each Annual General Meeting of the Corporation and shall serve for a term of one year or until their successors shall be duly elected and qualified.

### Section 2

The President shall preside over all meetings of the Board of Directors and members. The President shall perform such other duties as customarily pertain to the office of President or as he or she may be directed to perform by resolution of the Board of Directors or by resolution of the members.

### Section 3

The Vice-President shall have and exercise all the powers, authority and duties of the President during absence of the latter or during any period of his or her inability to act. In addition, the Vice-President shall perform such duties as may be assigned to him or her by the Board of Directors.

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<sup>1</sup> The responsibility of General Counsel may be dually fulfilled by an officer of the Corporation.

#### Section 4

The Treasurer shall have custody of all funds and securities, as well as fiscal papers and other intangible assets of the Corporation and shall pay its bills as authorized by the Board of Directors. The Treasurer shall provide and maintain full and complete records of all of the assets and liabilities of the Corporation. The Treasurer shall prepare and submit at each regular meeting of the Board of Directors a financial statement of the condition of the Corporation as of the last day of the preceding month. The Treasurer shall prepare such tax reports as local, state and federal agencies may require. The Assistant Treasurer shall generally assist the Treasurer in the performance of his or her duties, and in the absence or incapacity of the Treasurer, shall perform fully all of the duties and carry out the responsibilities imposed upon the Treasurer by this section.

#### Section 5

The Secretary shall maintain accurate lists of members, officers and Directors and shall be custodian of the permanent records of the Corporation. The Secretary or Assistant Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors and shall issue required notice of all meetings and shall perform such other duties as may be required by the Board of Directors.

#### Section 6

Vacancies among the officers shall be filled by the Board of Directors.

### ARTICLE IV: Meetings and Duties of Directors

#### Section 1

Regular meetings of the Board shall be held at least quarterly at times and places within the membership area as determined by the Board. Special meetings may be called by the President and shall be called by request of any four (4) Directors. Wherever possible five (5) business days' advance notice for all special meetings shall be given to each Director. Seven (7) Directors shall constitute a quorum at any meeting of the Board of Directors.

#### Section 2

A special meeting of the Board of Directors shall also be called upon written request to any member of the Board, or by any seventy-five (75) members, at which meeting duly designated representatives of said members may attend to present any problem and propose solutions for consideration by the Board.

#### Section 3

The duties of the Directors shall be to direct, control and manage the business of the Corporation. Their authority shall extend to, but not be limited to, such actions as:

- (a) Publishing and enforcing rules for the Corporation's facilities.
- (b) Establishing annual dues and fees.

- (c) Adopting rules concerning the admission of guests and fees for guests.
- (d) Accepting or rejecting applications for membership.
- (e) Determining the opening and closing dates of the Corporation's swimming season.
- (f) Hiring and terminating the services of any persons employed by the Corporation, provided that the Board may delegate emergency authority in this matter to the Director in charge of Operations, and in his or her absence, to the President, Vice-President, Secretary or Treasurer, respectively.
- (g) Preparing and making available to the membership each year a financial report.
- (h) Authorizing the incurring of obligations and the paying of such obligations.
- (i) Providing for competent preparation of the Corporation's books and records at least annually.
- (j) Determining rates of depreciation and adopting a plan for replacement of depreciable assets.
- (k) Electing officers and electing Directors to fill vacancies.

#### Section 4

Members of the Board of Directors may be appointed by the President to manage the following functional areas, with duties as indicated:

- (a) Membership — Maintain records of the members of the Corporation. Oversee and process applications for membership. Report to the Board of Directors regarding the membership. Investigate charges of misconduct and other activity prejudicial to the best interest of the Corporation and report such findings to the Board of Directors in instances where temporary restrictions on or suspension of membership privileges is recommended or where expulsion from membership is recommended. No such investigation or report is required where recommended restrictions, suspension or expulsion is based on non-payment of dues.
- (b) Communications – Communicate with members on behalf of the Corporation. Develop and publish the Corporation's annual calendar. Maintain the Corporation's website (currently [www.highlandsswim.org](http://www.highlandsswim.org)). Receive correspondence to the Corporation via postal mail and email, including retrieving letters delivered to the Corporation's P.O. Box.
- (c) Facilities and pool operations — Coordinate maintenance and repair of facilities. Conduct site/master planning and supervise the construction and repair of all facilities and grounds of the Corporation. Prepare rules for use and operation of all facilities of the Corporation. Prepare oversight of operation of all facilities.
- (d) Pool/contract management – Manage contracts with outside pool management companies, establish guidelines for employment of Corporation personnel.
- (e) Snack bar – Provide oversight of snack bar operations, manage key employees of snack bar, coordinate contracts with food supply companies.

- (f) Social activities — Arrange and coordinate programs of scheduled use of the facilities of the Corporation for social and recreational events.
- (g) Dive Team – Provide oversight of dive team activities. Oversee employment of dive team head coach and assistant head coaches.
- (h) Swim Team – Provide oversight of swim team activities. Oversee employment of swim team head coach and assistant head coaches.
- (i) Tennis program - Provide oversight of tennis activities. Oversee employment of and relationship with outside Tennis professionals.

Additional or other duties, such as preparation of an annual budget, may be assigned to one or more Directors on an ad-hoc basis.

#### ARTICLE V: Committees

##### Section 1

The President shall be authorized to appoint special committees, as the President deems necessary to attain the objectives of the Corporation. Members of committees shall be members of the Corporation, but need not be members of the Board of Directors.

##### Section 2

All committees shall be under the direction of the President and subject to the authority delegated by the Board of Directors.

#### ARTICLE VI: Dues Assessments and Fees

##### Section 1

- (a) The Board of Directors shall establish such initiation fees and annual dues, active and inactive, as determined necessary for the ensuing year.
- (b) No dues or any part thereof shall be refunded in the event that pool operations are required to be suspended for any reason or purpose.
- (c) The Board of Directors shall determine and set the date by which members must notify the Corporation whether they are renewing their membership for the upcoming season, which date will be no earlier than November 1<sup>st</sup> and no later than March 1<sup>st</sup> of each year.
- (d) All annual dues shall be payable according to a schedule set by the Board of Directors.

- (e) All members shall pay active dues unless a member declares in writing to the Board of Directors that his or her absence from the area will preclude his or her use of the facilities during the particular season in which case he or she shall pay inactive dues. An inactive member is one who is outside the metropolitan Washington area for the entire swimming season. Members who are not outside the area cannot qualify as inactive, even though they do not wish to use the facilities any time during the season.
- (f) Annual dues shall be waived for members of the Board of Directors.

### Section 2

Except as authorized by the members of the Corporation at the Annual General Meeting or a special meeting called for that purpose, there shall be no assessments other than dues and initiation fees levied against the members.

### Section 3

Fees for summer privileges shall be determined by the Board of Directors and shall be payable in advance of granting such privileges.

### Section 4

Fees for the use of the club facilities by guests shall be determined by the Board of Directors and shall be payable by the member inviting the guest(s).

### Section 5

Fees for single bond holders or single summer members shall be determined by the Board of Directors and will be issued only for the use of that single member. No children or other individuals will be allowed to use the membership.

## ARTICLE VII: Member Meetings

### Section 1

A regular Annual General Meeting of the members shall be held in each calendar year on the third (3<sup>rd</sup>) Sunday in October, or such other date as the Board of Directors shall designate, and at such time and place as the Board of Directors shall designate.

### Section 2

A special meeting of the members may be called by the President and shall be called by the President on the written request of not fewer than seventy-five (75) members or upon written request of six (6) members of the Board of Directors. Special meetings will be held within thirty (30) calendar days after receipt of the written request.

### Section 3

At least ten (10) business days before the date of any Annual General Meeting or special meeting of the members, the Secretary or Assistant Secretary shall provide written notice thereof to the members. The notice shall, in the case of a special meeting, specify the purpose(s) of the meeting.

### Section 4

Two (2) percent of the members of record, present in person, shall constitute a quorum at any Annual General Meeting or special meeting of the members.

### Section 5

Ten (10) business days prior to any Annual General Meeting or special meeting, the membership list of the Corporation shall be closed. A list of members eligible to vote shall be kept available by the Secretary or Assistant Secretary in case it is required at the meeting.

## ARTICLE VIII: Property and Finances

### Section 1

The Board of Directors is authorized to encumber the assets of the Corporation for the purpose of maintaining the swimming pools, tennis courts and related facilities in good operating condition.

### Section 2

Personal property of the Corporation, tangible and intangible, may be sold or transferred only for the benefit of the Corporation, and only after the approval by the Board of Directors.

### Section 3

Real property may be acquired by the Board of Directors. However, except as authorized in Section I, no real property may be sold or transferred unless approved by the members at a duly held meeting of the members.

### Section 4

The funds of the Corporation shall be deposited only in financial institutions, the deposits of which are insured by the Federal Deposit Insurance Corporation (FDIC).

### Section 5

All disbursements of the funds of the Corporation shall be made by check signed by the Treasurer or Assistant Treasurer, or in their absence, by another designated member of the Board. The authority to sign checks shall be attested to by the Secretary or Assistant Secretary and countersigned by one other designated member of the Board.

Section 6

Funds of the Corporation may not be loaned to or invested with an officer, director or member of the Corporation.

Section 7

The accounts of the Corporation shall be verified annually by a method to be specified by the Board of Directors.

ARTICLE IX: Amendments to the By-Laws

Section 1

Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds (2/3) of the Directors present at a duly held meeting of the Board of Directors. All members of the Corporation will be notified promptly in writing of any substantive changes to these By-Laws. Such amendments shall be effective immediately and shall remain effective unless rejected by a two-thirds (2/3) majority vote of the members present at the next duly held Annual General Meeting of the members of the Corporation, prior to which the members shall have been notified of such amendments.

Section 2

Amendments to these By-Laws may also be adopted by the affirmative vote of two-thirds (2/3) of the voting members present at a duly held meeting of the members of the Corporation. However, such proposed amendments to the By-Laws which are to be voted on at an Annual General Meeting or special meeting of the members must be submitted to the Secretary or Assistant Secretary at least forty-five (45) calendar days prior to the meeting to be included in the notice of the meeting set forth in Article VII, Section 3.

ARTICLE X: General Provisions

Section 1

All powers, authority, duties, and functions of the members, Directors, officers, and employees of the Corporation shall conform with the Articles of Incorporation and with the By-Laws of the Corporation.

Section 2

Any Director or officer of the Corporation may be removed from the office as a Director or officer by the affirmative vote of a majority of the entire record membership at a duly held meeting called for the purpose.

Section 3

Any notice required or permitted by these By-Laws may be given by any one or more of the following means: (i) mailing to a member at the address appearing for such member on the

records of the Corporation (which notice may be sent via electronic mail); (ii) posting in a conspicuous place on the homepage of a website maintained by the Corporation in the ordinary course of business (currently [www.highlandsswim.org](http://www.highlandsswim.org)); or (iii) posting in one or more conspicuous places in the Corporation's Bathhouse, Turtle Shell and Tennis Center.