

BY-LAWS

OF THE

SWIM AND TENNIS CLUB

AT

FAIRFAX STATION, INC.

Revised - March 2005

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**BY-LAWS OF THE
SWIM & TENNIS CLUB AT FAIRFAX STATION, INC.**

Revised March 2005

ARTICLE I: NAME, LOCATION, AND PURPOSE

This corporation shall be known as The Swim and Tennis Club at Fairfax Station, Inc. (hereinafter referred to as "The Club").

The principal office of The Club shall be located in Fairfax Station, Fairfax County, Virginia.

The Club is organized under the Virginia Non-Stock Corporation Act and operated as a non-profit, non-stock, membership corporation for the purpose of acquiring, owning, developing, operating, and maintaining a swimming pool complex, tennis courts, and other recreational facilities as may appear to be desirable for the exclusive use of its membership and their guests.

ARTICLE II: MEMBERSHIP

1. Regular Members - Persons eligible for regular membership shall be limited to persons in the Fairfax Station Sub-division and the surrounding Fairfax Station, Fairfax, Burke and Clifton communities and as otherwise may be determined by the Board of Directors who purchase and retain a monetary interest in The Club. Membership in The Club shall consist of one adult from a family unit. The "family unit" shall include the head of the household, his or her spouse, their parents, children and other persons under their supervision and care. Privileges, other than voting shall be accorded every member of the family unit. The number of memberships shall not exceed 500 family units. The Board of Directors may limit membership to less than 500 if determined to be beneficial.

2. Inactive Members - Any Regular Member of The Club who demonstrates to the satisfaction of the Board of Directors that, for good cause, such Member will be unable to utilize the recreational facilities of The Club may, at the sole discretion of the Board of Directors, be granted the status of Inactive Member. Requests for change in membership status must be written and must be received by the Membership Chairperson by

March 20 of the year in which the change to inactive is desired. An Inactive Member shall have no right to utilize the swimming or other facilities of The Club. Use of the facilities by a resident Inactive Member or family member may result in suspension of membership. Members who are residing out of the area, and whose homes are not rented or whose renters decline membership, must also request Inactive status by March 20. The dues of an Inactive Member shall be determined by the Board of Directors.

3. Temporary Members - This is a special class of limited memberships which may be authorized at the sole discretion of the Board of Directors. The term of a Temporary Membership shall not extend beyond the opening and the closing of The Club's swimming facilities in a given calendar year, except for lessees of Regular Members homes who may use it year-round. Annual dues shall be determined by the Board of Directors and only the following persons shall be eligible to be Temporary Members:

- a. Any person renting the home of a Regular Member, provided such home was the principal residence of such Regular Member;
- b. Any person owning or renting and residing in a home located in Fairfax Station or Fairfax County, Virginia;
- c. Any person who is on the waiting list for a Regular Membership shall be eligible to be a Temporary Member, and shall be given priority Status over those in (b).

4. Lessees of Members - Members in good standing may permit lessees of their homes to use their membership upon notification in writing to the Board of Directors. Persons in the lessee's family unit may then use The Club's facilities in place of the lessors. Membership shall remain in the names of the lessors, who shall retain voting rights in The Club. A fee may be imposed by the Board of Directors on lessors to cover incidental expenses relating to the lessees' use of lessors' memberships.

5. Voting Rights - Only Regular Members shall be entitled to vote. Inactive and Temporary Members shall not be entitled to vote.

6. Membership Waiting List

- a. As indicated above, the Membership Chairman shall maintain a waiting list of applicants for membership. Consideration for membership from this list will be given in order of the date of filing the application except as further provided.
- b. In the event an applicant declines an offer of membership or does not fulfill the requirements of membership of this Article, the applicant shall be dropped from the membership waiting list.
- c. Every offer of membership shall expire ten (10) days from the date of notification to an applicant and may be accepted only by the payment of the membership fee and annual dues, if applicable.

7. Redemption of Membership

- a. If a member in good standing moves from the area of The Club or wishes to otherwise redeem his membership, The Club shall redeem the membership at least at face value provided the redemption does not place an undue financial burden on The Club. The member must request, in writing, a redemption of his membership. If this provision is exercised by the Board, the members desiring redemption of their memberships will be placed on a waiting list, in order of the date of each member's request, until such time as the Board of Directors determines that The Club is able to permit redemptions.

- b. The face value of a membership is the purchase value, when purchased from The Club, or the value established by the Board of Directors for a membership which was in effect at the time of purchase or acquisition.
- c. Redemption of membership from expelled members shall be made at face value less any fees or damages owed The Club.
- d. Upon dissolution of The Club, all memberships will be redeemable at an equitable amount.

8. Sale of Memberships - Memberships are not to be sold; they may be redeemed. A membership may not be assigned except as provided in Section 10 of this Article.

9. Memberships With Sale of Home - Members in good standing may redeem their membership at the original face value with first option to purchase membership given to purchasers of their home regardless of any waiting list. Buyer must purchase membership within ten (10) days of closing on his house or a later date by mutual agreement of buyer and seller and approval of the Board of Directors. Purchase price to the new buyer will be the current new membership fee as set by the Board.

10. Record of Membership

- a. The person whose name is entered upon the books shall be considered as the member. All relatives of that member, permanently residing with that member, shall be entitled to use and enjoy The Club's facilities. At the sole discretion of the Board of Directors, such entitlement may be extended, upon request of the member, to other persons residing with the member for an extended period of time.
- b. Each Regular Member in good standing, or his or her spouse, shall be entitled to one vote at all regular or special meetings of the membership.

11. Membership Fees - Membership fees and payment schedules, including late fees, will be established by the Board of Directors in accordance with the financial needs of The Club.

12. Special Fees - Special fees, including those for capital improvement, repairs, or additions, may be recommended by the Board of Directors and approved by a majority of members at any duly commenced annual meeting or special meeting where notice has been properly made to the membership in accordance with Article III, Section 3. Special fees are payable as specified by the Board of Directors.

13. Annual Dues - Dues in the initial year of operation shall be prorated as determined by the Board of Directors. Thereafter, the Board of Directors, on or before February 15 of each year, shall establish annual dues (including temporary membership dues) for the ensuing year, and the membership will be duly notified. Immediately following the Annual Meeting of the Membership of The Club, the Board of Directors shall cause a dues assessment for the ensuing year to be mailed to each Member at each Member's address as maintained by the Membership Chairman. Dues for current members for the ensuing year shall be due and payable in full within thirty (30) days following the mailing of such dues assessment. Members whose dues are unpaid by thirty (30) days following the mailing of the dues assessment shall be assessed additional dues of ten percent (10%) of the then current annual dues. Members whose annual dues are still unpaid sixty (60) days following the mailing of the dues assessment, after being notified of delinquency by the Treasurer, shall be, in addition to any other remedies available to The Club, subject to cancellation of their Membership by the Board of Directors pursuant to Section 15 of Article II of these By-Laws. In the event of such cancellation, such Member may apply for reinstatement only following payment by such Member of all dues, assessments and other money owed to The Club. Dues shall be sufficient to provide for funding the necessary expenses of The Club, the proper maintenance and improvement of its property, and retirement of debt. Persons becoming new members in The Club during the summer swimming season shall pay dues for the current year prorated as follows: full dues before 30 June, two-thirds after 30 June, one-third after 31 July and none after 31 August. Members redeeming their membership, and who have paid all dues, assessments and other money owed to The Club, shall be given a rebate of dues paid prorated as follows: all if such Membership is surrendered or redeemed before 1 June, two-thirds before 1 July, one-third before 1 August, and none after 1 August. The Club shall be entitled to withhold from the

proceeds of the redemption of any Membership interest all unpaid dues, assessments or other money owed to The Club by such redeeming Member.

14. Memberships in Good Standing - Memberships are considered in good standing as long as all fees and dues are paid and the By-Laws and rules of The Club are obeyed.

15. Suspension or Cancellation of Membership - Two-thirds of the Board of Directors may, for cause, suspend for any period, or cancel entirely, the membership of any member, provided that prior to suspension or cancellation in excess of 14 days, such member shall be notified in writing by the Chairman of the Membership Committee, or his designee, of the grounds upon which such action is based, and the member afforded an opportunity to attend a meeting of the Board of Directors to discuss the action and bring with them written statements and/or witnesses to speak on their behalf. The Board may proceed based on written statements and/or witness testimony at its sole discretion. Any member of The Club whose membership is canceled may be reinstated upon appeal and approval of reinstatement by the majority of the Board of Directors at a duly held special meeting of the Board of Directors. Said member must appeal in writing to the Board within seven days after notice of cancellation has been given, and request a special meeting of the Board of Directors to be called. The Board will then hold a special meeting of the Board of Directors within fourteen days of said request. During the cancellation period, the terminated member shall not be a guest of any pool member.

16. Cancellation Period - Members who have been canceled are eligible to reapply for membership after a period of five years. The reapplication process shall be the same as the application process as referenced and described herein.

17. Liability of Members - Club members are liable for property damaged by members of their family unit, their guests and lessees who are authorized to use Club facilities.

18. Guests - Guests of members may use Club facilities subject to limitations and guest fees as may be established by the Board of Directors. Daily guests of members must be accompanied by a member in good standing. House guests of a Regular or Temporary Member may be issued a guest card under conditions determined by the Membership Committee. Guests of members shall be permitted to use the swimming pool and

recreational facilities under such conditions and regulations as may be described by the Board of Directors.

ARTICLE III: MEMBERSHIP MEETINGS

1. Annual Meeting - The annual meeting of the membership of The Club shall be held in March at such time and place as the Board of Directors may designate. This meeting will include in its agenda the presentation of the annual financial statement and the proposed operating budget. The objective and purpose of the annual meeting shall be stated in the notice.

2. Special Meetings - A special meeting of the members may be called by the President, or by a majority of the Board of Directors, or upon written request of not fewer than 10% of The Club members. The objectives and purposes for meetings shall be stated in the notice, and shall limit business transactions thereto.

3. Notification of Meetings - Notice of annual and special meetings of the membership of The Club, to include time and place, shall be given to all members by the secretary, at least ten (10) days and not more than fifty (50) days prior to the date set for such meetings.

4. Quorum - At any meeting of The Club, ten percent (10%) of the membership which is represented in person or by proxy constitutes a quorum. A majority vote of those members present in person or by proxy is necessary for the adoption of any matter voted upon unless a greater proportion is required by the laws of the State of Virginia, the Articles of Incorporation or these By-Laws.

ARTICLE IV: DIRECTORS

1. Election and Tenure - The affairs of The Club shall be managed by a Board of Directors consisting of nine (9) adult Regular members. Directors will be elected at the annual meetings of The Club to serve a two-year term. Directors may serve a maximum of three consecutive two-year terms, no more than six years aggregate. Directors shall be eligible to serve another term only upon rotation off the Board of Directors for a waiting period of at least one year. Four (4) directors are to be elected in even-numbered years and five (5) directors are to be elected in odd-numbered years.

- a. At least 60 days before the annual meeting, a Nominating Committee of at least three (3) members, at least two (2) of whom are Board members, will be appointed by the Board of Directors.
- b. The Nominating Committee will invite the submission of names of Regular Members in good standing, including incumbent directors who desire to serve as directors. From these and such other members as they deem appropriate, the Nominating Committee shall select a slate of candidates that is as representative of The Club membership as is possible. Such nominating slate shall contain a minimum of four (4) nominees in even years and five (5) in odd years, and a maximum of nine (9) nominees in any year. A copy of the proposed slate of candidates nominated by the nominating Committee shall be furnished to all members of The Club not later than ten (10) days in advance of the annual meeting.
- c. Following the nomination of the slate of candidates at the annual meeting, as submitted by the Nominating Committee, an opportunity shall be given to any member to make nominations from the floor.
- d. Only those who have consented to serve if elected shall be eligible for nomination either by the Nominating Committee or from the floor.
- e. Each Regular Member shall be entitled to cast one vote for each vacancy on the Board of Directors. Cumulative voting is not authorized.
- f. The new members of the Board of Directors will be seated at a joint meeting of Board members, old and new, to be held at

a time and place designated by the President of the outgoing Board.

2. Vacancies - Vacancies may be filled by a majority vote of the remaining Directors. Such Directors will serve until the next annual meeting, at which time an additional Director will be elected to serve any remaining term of the replaced Director.

3. Removal - Directors may be removed by the same procedures as for the removal of Officers.

4. Meetings - The Board of Directors will meet at least once a month from February to September. The President or any two Directors may also call special meetings at any time. In the absence of the President and Vice President, the President may appoint a chairperson.

5. Quorum - Five Directors constitute a quorum, unless a greater number is required by the laws of the State of Virginia.

6. Authority - The Board of Directors will exercise sole and absolute authority to manage the affairs of The Club.

7. Attendance - If a Director fails to attend three consecutive meetings of the Board, such directorship may be declared vacant by the Board and the vacancy filled by the Board's own appointment until the annual meeting.

8. Remuneration - Directors may be reimbursed for reasonable out-of-pocket expenses on behalf of The Club, but shall not be otherwise remunerated.

ARTICLE V: OFFICERS

1. Number of Officers - The officers of The Club are the President, Vice President, Secretary, Treasurer and such other Officers as the Board of Directors may determine. The Officers will be elected by the Board of Directors from among their own at the first meeting of the Board after each annual meeting of The Club and will serve until their successors are elected. Each Officer so elected by the Board of Directors may serve a maximum of two (2) consecutive one (1) year terms in the same Officer position. An Officer so elected by the Board shall be eligible to serve another term in the same officer position only after a waiting period of at least one year. No person may hold more than one office at a time.

2. The President - The President will have the following duties: The President will preside at all meetings of the members and of the Board of Directors; act as principal executive officer of The Club in connection with all business authorized by the Board of Directors and sign all official contracts, agreements, authorizations and applications pertaining to the business of The Club; and have authority to sign checks.

3. The Vice President - The Vice President will exercise all powers of the President during the President's absence or disability, has authority to sign checks and may have such other duties as may be delegated by the President.

4. The Secretary - The Secretary shall keep the records of the corporation, including the Board of Directors, and shall give notice of all membership and Board meetings. He/she shall have custody of the seal of the corporation. He/she shall maintain a roll of members of the corporation. He/she shall maintain a file of the records of the corporation and shall perform such other duties as may be prescribed by the Board. He/she shall maintain all necessary communications with the membership and with all Federal, State, and local government authorities, including tax authorities; this latter responsibility shall be shared jointly with the Treasurer. In addition, the Secretary will have authority to sign checks.

5. The Treasurer - The Treasurer shall receive, disburse, and account for funds of The Club, maintaining appropriate records and books of account therefor, and shall prepare and file all reports and information returns required by law to be filed by The Club, and report at each meeting of the Board of Directors concerning the financial status of The Club, including updated profit and loss, balance sheet, and general ledger statements. The Treasurer shall also perform such other duties as may customarily pertain to such office or as may be prescribed by the Board. At each annual meeting of the membership, the Treasurer shall submit a current balance sheet and statement of operations. The Treasurer has the authority to sign checks. He/she shall prepare all bills to all members, collect and duly record all receipts. Complete records of such transactions shall be kept in such a manner that the annual audit can properly establish the financial status of The Club. All delinquent accounts will be reported to the Board of Directors at each regular meeting, in compliance with these By-Laws.

6. Removal - An Officer may be removed from office by majority vote of The Club members at an annual or special meeting after being granted an opportunity to be heard. The Board of Directors may likewise remove an Officer. The decision of the Board of Directors may be overruled with respect to an Officer's removal by majority vote of The Club members.

ARTICLE VI: STANDING AND SPECIAL COMMITTEES

All standing and special committees are responsible to the Board and shall report to the Board.

1. Pool Operations Committee - The Board of Directors shall establish a Pool Operations Committee. The chairperson of this committee shall be a member of the Board of Directors. The Pool Operations Committee shall be responsible for the maintenance and use of the Club's swimming pool complex, and other duties as may be prescribed by the Board of Directors. Specifically, this Committee shall be responsible for:

- a. Arranging and supervising pool management contracts;
- b. Integrating all swimming pool complex activities into a master schedule and, upon approval of the Board, implementing the schedule;
- c. Proposing and establishing rules for use of The Club's swimming pool complex;
- d. Purchasing and maintaining swimming pool complex furniture, equipment, chemicals and supplies, upon prior approval of the Board;
- e. Conducting an inventory of the swimming pool complex property at the close of each season.

2. Grounds Committee - The Board of Directors shall establish a Grounds Committee which shall be responsible for:

- a. Arranging and supervising construction, maintenance and repair of all Club recreational facilities and other real

property not otherwise provided for in these By-Laws;

- b. Planning and supervising all landscaping;
- c. Developing and maintaining the natural state of all lands under Club control;
- d. Maintaining security and lighting.

3. Membership Committee - A Membership Committee shall be appointed by the Board of Directors from among the directors and members. The committee chairman shall be a member of the Board of Directors. The membership committee will:

- a. Act on all applications for membership, temporary membership and guest cards;
- b. Act on all changes in the membership as provided in these By-Laws;
- c. Provide the secretary with current information concerning all additions or deletions of members, changes in address, and changes or additions to the waiting list;
- d. Maintain a complete record of membership data, including name, address, membership number, complete names of all relatives residing with the member, birth dates of all children and all current data concerning the payment of fees, dues, guest fees, assessments, or other approved amounts due from the members;
- e. Have the authority upon majority vote to deny use of Club facilities to any person under the rules established by the Pool and Tennis Operation Committees, for periods of time not

to exceed one week at any one time for the following reasons:

- 1) Improper conduct at or in the vicinity of the recreation facilities;
 - 2) Bringing unauthorized substances onto the Club's property;
 - 3) Exposure to or contraction of disease or other condition which is judged likely by the Pool or Tennis Operations Committee to endanger the health, safety, comfort or enjoyment of those using the facilities;
 - 4) Violations of rules governing the use and operation of the swimming pools, tennis courts, and other facilities.
- f. Have the discretion to delegate its authority to suspend members or guests to the Pool Manager as defined in operating rules;
- g. Report all serious or repeated infractions of the rules to the Board of Directors for appropriate action.

4. Capital Improvements Committee - The Board of Directors shall establish a Capital Improvements Committee which shall be responsible for identifying, analyzing, and recommending physical improvements to The Club's facilities. The Committee is charged with capital planning for facilities improvement of short-term (one to three years) and long-term (four or more years) projects. Routine maintenance of The Club does not fall under the jurisdiction of this Committee. This Committee will work cooperatively with the Treasurer and report directly to the Board of Directors.

5. Competitive Swim Committee - The Board of Directors shall establish a Competitive Swim Committee. The chairman of this committee shall also be The Club's designated or alternate representative to the Northern Virginia Swimming League, Inc. This committee shall be responsible for:

- a. Planning, arranging, and supervising the conduct of swimming instruction, competitive swim contests and other organized recreational swimming activities conducted on The Club's premises and not elsewhere covered in these By-Laws;
- b. Planning, providing and/or arranging and supervising appropriate representation and participation by The Club in the activities of the Northern Virginia Swimming League, Inc.

6. Competitive Dive Committee - The Board of Directors shall establish a Committee Dive Committee. The chairman of this committee shall also be The Club's designated or alternate representative to the Northern Virginia Swimming League, Inc. This committee shall be responsible for:

- a. Planning, arranging, and supervising the conduct of diving instruction, competitive dive contests and other organized recreational diving activities conducted on The Club's premises and not elsewhere covered in these By-Laws ;
- b. Planning, providing and/or arranging and supervising appropriate representation and participation by The Club in the activities of the Northern Virginia Swimming League, Inc.

7. Tennis Operations Committee - The Board of Directors shall establish a Tennis Operations Committee. The chairman of this committee shall be the representative to the Northern Virginia Tennis League. This committee shall be responsible for:

- a. Maintaining the Club's tennis facilities;
- b. Planning, arranging, and supervising the conduct of tennis instruction, competitive tennis contests and other organized recreational tennis activities conducted on The Club's premises and not elsewhere covered in these By-Laws;

c. Planning, providing and/or arranging and supervising appropriate representation and participation by The Club in the activities of the Northern Virginia Tennis League.

8. Social Committee - The Board of Directors shall establish a social committee which shall be responsible for the planning and conduct of various social activities involving The Club's membership and facilities and such other duties as may be prescribed by the Board of Directors.

9. Validity of Committee Actions - Actions taken by standing committees identified above shall be valid until the next meeting of the Board of Directors, at which time they will be reported to the Board; the Board will either reject, modify, or adopt such action as its own.

10. Other Committees - The Board of Directors shall be authorized to appoint such other special committees from among the Directors and Regular Members as deemed necessary or expedient. The Chairman of each of the foregoing Committees is duly authorized to exercise its discretion and perform its duties and functions. Committee actions shall not be invalid simply because performed solely by the Committee Chairman.

11. Subcommittees - The Chairman of each standing committee may appoint advisory subcommittees from among the members of The Club.

ARTICLE VII: PROPERTY AND FINANCES

1. Fiscal Year - The fiscal year of The Club shall end on December 31. A representation of the annual financial statement will be made by the Treasurer to the membership at the annual meeting to be held in March of each year.

2. Restriction on Loans - Except for initial loans which may be necessary for the construction of The Club's pool and related facilities, the Club is not authorized to contract for any obligation in excess of its unobligated assets.

3. Transfer of Tangible Personal Property - Tangible personal property of The Club may be transferred only after a majority vote of the Board of Directors shall have approved such transfer.

4. Encumbrances - Real Property of The Club may be encumbered only after a vote of a majority of the Regular Members of The Club who are present in person or by proxy, at a meeting of members called by the Board of Directors for that purpose, of which meeting a notice in writing shall be given each member of The Club, by serving same on him personally or by mailing it to him at his place of residence as it appears on the books of The Club at least ten (10) days and no more than fifty (50) days prior to such meeting; which notice shall state the time, place, purpose and agenda of the meeting.

5. Capital Improvements - Any single or class of capital improvement greater than \$20,000 must be approved by a majority vote of the Regular Members of The Club either in person or by proxy. Such vote shall occur at either a Special Meeting called by the Board of Directors for such purpose or at The Club's annual meeting.

6. Disbursements - All disbursements of The Club funds will be approved by two (2) Directors and be in the form of checks signed by an officer. Those authorized to approve disbursements may not be related or of the same family unit.

7. Bonding - The Board of Directors will secure the faithful performance of those authorized to handle Club funds by means of an adequate fidelity bond, with premiums paid from Club funds.

8. Investments - The funds of The Club as otherwise provided in these By-Laws, shall be invested only in obligations issued or insured by the United States Government. The funds of The Club may not be loaned to or invested with any officer, director, or member of he Club.

9. Audit - The accounts of The Club will be audited at least annually in a manner determined by the Board of Directors. At a minimum, an external audit shall be conducted every three years.

10. Deposits - All funds of The Club shall be deposited in such qualified depository or depositories as the Board of Directors may from time to time by written resolution designate, and shall be so deposited within seventy-two (72) hours of their receipt; provided however that receipts in the aggregate of Two Hundred Dollars (\$200.00) or less need not be deposited more often than once a week and further provided that

all deposits shall be insured by the Federal Deposit Insurance Corporation or Federal Savings and Loan Insurance Corporation.

ARTICLE VIII: GENERAL PROVISIONS

1. Conformity With Regulations - All powers, authority, duties and functions of the Directors and Officers of The Club shall be exercised in strict conformity with applicable provisions of the laws and regulations and in conformity with these By-Laws and the Articles of Incorporation.

2. Safekeeping of Records - Copies of the organization papers of The Club, including the Articles of Incorporation, By-Laws, and amendments thereto, and the membership records, all be preserved in a place of safe-keeping. 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, Secretary or those acting in their places.

3. Open Records - All books, minutes, records, waiting lists, and other information shall be open to all members for their personal use upon reasonable notice to the President. This shall include all records of all standing committees.

4. Insurance - The Board of Directors shall maintain in force liability and property insurance in an amount to be determined by the Board of Directors.

5. Member Addresses - It is the responsibility of each member to maintain a current mailing address with the Membership Chairman.

6. Notice - Notwithstanding anything in these By-Laws to the contrary, any notice required or permitted under these By-Laws shall be in writing and shall be deemed given when hand delivered or three (3) days following the mailing of any such notice by first class mail and addressed, if to The Club at P.O. Box 165, Fairfax Station, VA 22039, or if to any Member at the address for such Member as may be reflected on the records of The Club as maintained by the Membership Committee.

ARTICLE IX: AMENDMENTS TO BY-LAWS

1. By the Board of Directors - Amendments of these By-Laws may be adopted by two-thirds (2/3) of the Board of Directors. Such amendments shall remain effective unless

rejected by a majority vote of the members present at the next duly held meeting of the membership. All members shall be notified in writing of such amendment by the Secretary within twenty-one (21) days after adoption by the Board of Directors.

2. By the Membership - Amendments to these By-Laws may be adopted by majority vote of the Regular Members in good standing present at a duly held meeting of the membership after the following procedures have been completed.

- a. Proposed amendments for consideration by the membership shall be initiated by petition which sets forth the proposed amendment, and is signed by ten (10) members of The Club.
- b. Upon receipt of the petition, the Secretary will mail a copy of the proposed amendment to each member, requesting his approval or disapproval as a proposed agenda item for the next meeting.
- c. If thirty (30) members indicate approval within thirty (30) days from the day of mailing of the notification, the proposed amendment will be placed on the agenda of the next scheduled annual or special meeting. In the event favorable response of thirty (30) members is not received within thirty (30) days, the proposed amendment fails with the expiration of the thirty (30) day period.

ARTICLE X: INTERPRETATION OF BY-LAWS

These By-Laws shall be interpreted by the Board of Directors whenever questions arise and the decision of the Board shall be final.

ARTICLE XI: AMENDMENTS TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be made by the Regular Members of The Club in the manner provided in Article 4 of Chapter 2, Title 13-1, of the Virginia Non-Stock Corporation Act.