

BYLAWS
OF
PARLIAMENT POOL ASSOCIATION, INC.
("PPA")

Revised 26 April 2017

Contents

Article I.	NAME AND PURPOSE.....	6
Section 1.01	Name	6
Section 1.02	Purpose	6
Article II.	MEMBERSHIP	6
Section 2.01	Maximum Number of Memberships	6
Section 2.02	Membership Area	6
Section 2.03	Membership and Summer Swimming Privileges	6
Section 2.04	Membership Admission.....	6
Section 2.05	Special Circumstances.....	7
Section 2.06	Waiting List.....	7
Section 2.07	Membership in Good Standing.....	7
Section 2.08	Guests	7
Section 2.09	Fees and Dues.....	7
Section 2.10	Redemption of Initiation Fees	8
Section 2.11	Suspension & Termination	8
Article III.	MEMBERSHIP MEETINGS	9
Section 3.01	Annual Membership Meetings	9
Section 3.02	Special Meetings	9
Section 3.03	Notice of Membership Meetings	9
Section 3.04	Quorum.....	9
Section 3.05	Procedures	9
Section 3.06	Membership Voting.....	9
Article IV.	BOARD OF DIRECTORS	10
Section 4.01	Powers	10
Section 4.02	Number and Term of Office	10
Section 4.03	Qualification and Nomination	10
Section 4.04	Election.....	10
Section 4.05	Vacancies.....	10
Section 4.06	Removal of Directors by Board of Directors.....	10
Section 4.07	Removal of Directors by Members	11
Section 4.08	Conflict of Interest.....	11
Section 4.09	End of Year Director Service Incentives	11

Article V. OFFICERS.....	11
Section 5.01 Election.....	11
Section 5.02 Duties of the President.....	11
Section 5.03 Duties of the Vice President	11
Section 5.04 Duties of the Secretary	12
Section 5.05 Duties of the Treasurer	12
Article VI. BOARD MEETINGS	12
Section 6.01 Regular Meetings of the Board.....	12
Section 6.02 Special Meetings of the Board.....	12
Section 6.03 Notice of Board Meetings.....	12
Section 6.04 Quorum.....	13
Section 6.05 Voting.....	13
Article VII. STANDING AND SPECIAL COMMITTEES	13
Section 7.01 Duties of Operations Committee	13
Section 7.02 Duties of Maintenance Committee	13
Section 7.03 Duties of Membership Committee	13
Section 7.04 Duties of Activities Committee	13
Section 7.05 Duties of the Swim and Dive Teams Committee	14
Section 7.06 Special Committees	14
Section 7.07 Powers of Committees.....	14
Article VIII. PROPERTY AND FINANCES.....	14
Section 8.01 Fiscal Year.....	14
Section 8.02 Limitation on Contractual Obligations and Encumbering Property	14
Section 8.03 Transfer of Property	15
Section 8.04 Deposit of Funds.....	15
Section 8.05 Funds Disbursements.....	15
Section 8.06 Expenses and Reimbursement	15
Section 8.07 Investment of Funds	15
Section 8.08 Review of Accounts	15
Section 8.09 Insurance	15
Article IX. GENERAL PROVISIONS	15
Section 9.01 Notice	15
Section 9.02 Meeting Locations	15
Section 9.03 Conduct of Meetings	15

Section 9.04	Annual Reports by the Officers and Standing Committees	16
Section 9.05	Records.....	16
Section 9.06	Dissolution.....	16
Article X.	AMENDMENT OF BYLAWS.....	16
Section 10.01	By Board of Directors	16
Section 10.02	By the Membership	16

Article I. NAME AND PURPOSE

Section 1.01 Name

The Corporation shall be known as Parliament Pool Association, Inc. (“PPA”). Within these Bylaws, “PPA” and “the Corporation” are used interchangeably.

Section 1.02 Purpose

The PPA is organized under the Virginia Nonstock Corporation Act, as amended, and operates as a nonprofit, nonstock membership corporation for the purpose of owning, operating, and maintaining for the area of Springfield, Fairfax County, Virginia, a swimming pool and recreational facilities for the use of members of the Corporation and guests. The operation of the PPA is governed by all applicable law, the PPA Articles of Incorporation, these Bylaws, and the PPA Rules.

Article II. MEMBERSHIP

Section 2.01 Maximum Number of Memberships

The maximum number of active memberships in the PPA is 425.

Section 2.02 Membership Area

Membership is open to anyone residing in the area of Springfield, Virginia.

Section 2.03 Membership and Summer Swimming Privileges

A. Membership:

1. Membership is obtained through the payment of a one-time initiation fee determined and published by the PPA Board of Directors (“Board” hereafter). Membership purchased prior to 26 April 2017 included the potential for refund of the initiation fee as described in Section 2.10.
2. For the purposes of these Bylaws and other interpretative needs, the member is considered to be either the purchaser or their spouse, but not both, for voting, petitioning, and other matters relating to the Corporation.
3. Each dues paying member of the Corporation shall be entitled to one vote at all regular or special meetings of the members of the Corporation.
4. All relatives of the member, permanently residing with that member shall be entitled to enjoy all the privileges of membership and be entitled to use the swimming pool and related facilities.
5. Inactive status: Membership may be put into a one-year inactive status only upon approval by the Board. Consecutive years of inactive status must be requested annually.
 - a. Members seeking inactive status, whether departing or remaining in the area, must submit notification to the Board no later than May 1st of the year for which the inactive status is desired.
 - b. The Board will provide the requestor with verification of their inactive status and relief from paying Operational Dues for that year.
 - c. Inactive status Members remain responsible for paying Assessment Fees levied by the Board.
 - d. Inactive status members in good standing retain their voting privileges only for the first year of consecutive years in inactive status.

B. Summer Swimming Privileges:

1. When the number of active members is below the maximum, the Board may allow non-members to purchase Summer Swimming Privileges and be considered guests of the Corporation.
2. Summer swimming privileges will entitle an individual and their relatives permanently residing with them to use PPA facilities.
3. That individual shall not have any vote or any other rights accorded members.
4. The summer swimming privilege is valid for only one summer and is subject to all rules and regulations governing the swimming pool. The summer swimming privilege is not transferable.
5. The fee for summer swimming privileges shall be set by the Board, but in no case shall said fee be less than a member’s operating dues.

Section 2.04 Membership Admission

A. Memberships may only be purchased from the PPA.

B. A person who desires membership shall submit an application via the method(s) prescribed by the Board. The Board, or the Chairman of the Membership Committee, shall review each application and determine

the applicant's eligibility for membership. The Board or the Committee shall not base approval on any legally protected characteristic. The determination of the Board or the Committee is binding on all parties.

- C. Upon approval by the Board, the prospective member must sign a membership agreement obligating the member to:
 - 1. Abide by all applicable laws, the Articles of Incorporation, these Bylaws, and the PPA Rules.
 - 2. Payment of dues and fees, as set by the Board.
- D. The Member Initiation Fee must be paid at the current market price at the time the membership application is approved, as determined and communicated by the Board.
- E. Membership shall be evidenced by a certificate of membership, which shall be issued by the membership chairman. The membership will be entered in the books of the Corporation under the name of the purchaser. The certificates of membership shall be numbered numerically "1" through "425", shall be signed by the President and the Chairman of the Membership Committee, and shall have the seal of the Corporation affixed.
- F. Members may transfer their membership with Board approval, but the initiation fee is not refunded to the original member, these memberships become non-refundable, and a new certificate will be issued to the new member.

Section 2.05 Special Circumstances

Divorced or separated couples should determine who maintains the Membership and notify the Board of this decision jointly. That individual alone, and all relatives of that member, permanently residing with that them, shall enjoy all the privileges of membership. If the couple cannot agree, the membership may be cancelled at the option of the Board. The individual not retaining the membership may continue with all rights and privileges associated with the membership for the remainder of the membership year. At the end of the membership year, the individual not retaining the membership may apply for separate membership.

Section 2.06 Waiting List

When the maximum number of active memberships is reached, the Board shall place additional applications in a file in order of the date the application is received. Prospective member will be offered a membership, when available, on a first come, first served basis.

Section 2.07 Membership in Good Standing

- A. A membership is "in good standing" if –
 - 1. The member's operating dues and all fees are paid in the manner prescribed in these Bylaws;
 - 2. A valid, executed membership agreement exists; and
 - 3. The person or persons entitled to use PPA facilities under the membership agreement comply with all applicable laws, the Articles of Incorporation, these Bylaws, and the PPA Rules.
- B. Members must be in good standing to use PPA facilities.

Section 2.08 Guests

- A. The Board shall govern guest privileges as part of the PPA Rules.
- B. Guests may be permitted to use PPA facilities in accordance with these Bylaws and the PPA Rules.
- C. Members or those with Summer Swim Privileges must accompany their guests at all times and are responsible for the conduct of their guests and for any damage they might cause.

Section 2.09 Fees and Dues

- A. The Board shall establish and maintain certain fees and dues to cover operating expenses, maintenance and cost of scheduled capital improvement or replacement projects. The Board shall publish a list of applicable fees and dues prior to the commencement of the operating season each year to meet these expenses. The following schedule of fees and dues shall apply to appropriate members and non-members:
 - 1. Member Initiation Fee: The person(s) becoming a Member shall pay a nonrefundable initiation fee.
 - 2. Annual Operating Dues: The Board may establish various member categories with different rate amounts. Annual operating dues are paid by each member, unless otherwise stated in these Bylaws.
 - a. Notice for payment of operating dues will be sent to each member by May 1st.
 - b. Failure to receive the notice is not grounds for non-payment of dues.
 - c. Payment is due by opening day each year.

- d. New members joining before July 1st of any year shall pay the member initiation fee and the full amount of the annual operating dues. The Board may set a schedule of reduced annual operating dues for new members joining after July 1st.
- 3. Special Assessment Fee: This fee may be levied as a means of financing capital improvement or replacement projects deemed critical by the Board.
- 4. Guest Fee: This fee is charged for a bona fide guest of a member, as set forth in the PPA Rules, for use of pool facilities.
- 5. Late Fee: This fee may be established by the Board and assigned to a member who is delinquent in payment of amounts owed to the PPA.
- 6. Special Activities Fees: Special fees are required for certain events or continuing activities approved by the Board. These may include, but are not limited to, such events as team sports, lessons, social events, parties, and facility rentals.
- 7. Summer Guest Fee: This fee is established by the Board and paid by a member who has a long-term guest residing with them.
- 8. Summer Swim Privilege Fees: These fees are paid by non-members who want to use the pool as guests of the Corporation. The Board may establish various non-member categories with different rate amounts.
- 9. Swim and Dive Team Fees: These fees are paid by participants of competitive and non-competitive activities conducted by the Swim and Dive Team Committee which will establish these fees annually.
- B. The decision not to assess a fee or dues in one operating season shall not be considered a precedent or otherwise binding on the Board; the Board reserves the right to impose the same fee or dues in subsequent operating seasons so long as notice is provided prior to the commencement of the affected operating season.

Section 2.10 Redemption of Initiation Fees

- A. Members who purchased a “Certificate of Membership” prior to 26 April 2017 and desire to terminate their membership and have their initiation fee refunded by the PPA shall follow the procedures below.
- B. The Member shall submit a request to the Board to terminate their membership and have the initiation fee refunded. The Board will acknowledge the member has been placed in a redemption status and is no longer able to vote or required to pay future dues or fees. Subject to the conditions of subparagraph C of this Section, the Board shall refund the initiation fee less any unpaid dues and fees at the time of the request.
- C. No Initiation fee shall be refunded when to do so would cause the Corporation to become insolvent or when it would place the Corporation in a precarious financial position. If this proviso is invoked, the members desiring refunds will be placed on a waiting list until the Board determines that the Corporation is able to resume refunds. Refunds will then be made in the order in which names appear on this waiting list.
- D. When subparagraph C of this Section prevents refunds the Board may employ methods and/or strategies to provide alternatives for any member on the waiting list who finds them satisfactory.
- E. Unless a member is on the waiting list or the Board has granted prior approval in writing, the Board shall consider the failure of a member to pay dues and fees in an amount equal to the value of the initiation fee as abandonment of membership.
- F. When the total unpaid dues and fees of an abandoned membership exceed the value of the initiation fee, the initiation fee becomes the sole property of the PPA and the membership terminated.

Section 2.11 Suspension & Termination

- A. The Board may suspend the membership privileges of any member or individual for as many as seven days for failure to comply with regulations promulgated under its authority.
- B. The Board may suspend an individual's membership privileges for more than seven days or terminate a membership by a vote of two-thirds of the Directors currently in office for:
 - 1. a violation of these Bylaws;
 - 2. a violation of PPA Rules; or
 - 3. conduct detrimental to PPA members.
- C. The Board shall provide the membership or the individual subject to the penalties described in subparagraph B of this Section with:
 - 1. notice stating the grounds for suspension or expulsion not less than 10 calendar days before the effective date of suspension or expulsion; and

2. an opportunity for a hearing before the Board.
- D. If a membership is terminated, the member will forfeit their annual dues, however may be refunded their initiation fee as described in Section 2.10.
- E. If the terminated member wishes to be reinstated after one calendar year, the member may submit a request to the Board. The former member will be provided an opportunity to be heard before a vote is taken by the Board.

Article III. MEMBERSHIP MEETINGS

Section 3.01 Annual Membership Meetings

A meeting of the members of the Corporation shall be held between opening and July 31st each year to; elect members to the Board, review Board and Committee activities for the last year, present the next year's proposed plans and budgets, and present other such matters appropriate for consideration by the membership.

Section 3.02 Special Meetings

- A. Additional meetings over and above annual membership meeting (hereinafter referred to as "Special Meetings") may be requested to meet unforeseen circumstances.
- B. Special meetings may be called:
 1. By an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present; or
 2. Within 30 days after receipt by the Board of a request of not less than 15 members.
- C. All provisions of the annual membership meeting will otherwise apply.

Section 3.03 Notice of Membership Meetings

- A. Notice of an annual membership meeting or a special meeting will be delivered to all members by the Board at least 10 days prior to the date set for the meeting.
- B. Every such notice shall state the date, time, place and purpose of the meeting.
- C. Notices of Annual Membership Meetings will include the slate of nominees for the Board, the next year's projected budget, and other relevant information.
- D. Notices of Special Meetings will include a consensus of the Board on the matters to be raised.

Section 3.04 Quorum

A quorum shall exist when 25 members entitled to vote are present.

Section 3.05 Procedures

- A. The President shall preside ("Chair") over every meeting of the Membership. In the event of a vacancy in the office or absence of the President, the Vice President shall preside over the meeting. In the event of a vacancy in the offices, or absences, of the President and the Vice President, the Secretary shall preside over the meeting. In the absence of the Secretary, any person appointed by the chairman of the meeting shall act as Secretary.
- B. Business transacted at a special meeting shall be limited to that mentioned in the notice.
- C. Whenever the language of a proposed resolution is included in the notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as does not enlarge its original purpose.

Section 3.06 Membership Voting

- A. The Board shall provide a secret ballot to each membership in good standing present or voting by proxy.
- B. Votes are secret and cast by proxy or absentee ballot shall be on a form provided by the Board.
 1. Proxy voting requires the absent member to provide a signed proxy with their membership number and designating a specific member to exercise their vote. Members present at the meeting may not cast more than one proxy vote in addition to their own vote.
 2. Absentee ballots shall be delivered to the physical or electronic address designated in the meeting notice 24 hours prior to the meeting to be valid. Absentee ballots must include a membership number.
- C. The Board shall appoint at least two election officials from among the members present and not on the Board and one Board member to collect and tabulate all ballots.
- D. A simple majority decides the matter put to vote except for removal of Directors, amendments to Bylaws, and dissolution of the Corporation which require a two-thirds majority.

Article IV. BOARD OF DIRECTORS

Section 4.01 Powers

The Board shall conduct, control, and manage the affairs and business of the Corporation and do all such acts and things as are not prohibited by law, the Articles of Incorporation, or these Bylaws.

Section 4.02 Number and Term of Office

- A. The number of Directors shall be determined from time to time by resolution of the Board, but at no time shall the Board consist of more than nine persons.
- B. Each Director shall serve for a term of two years. Prior to the election the Board may vote to adjust this term to maintain continuity of the Officers (i.e., to avoid the situation where all four Officer positions are up for re-election in the same year).
- C. Each newly elected Director's term shall begin in November.
- D. Directors may not serve in the same Officer or Committee chair position for longer than four (4) years.

Section 4.03 Qualification and Nomination

- A. Each nominee and Director must be a member in good standing.
- B. Only one adult affiliated with a membership may serve as a Director of the PPA at a time.
- C. At least one Director will be the parent or guardian of a child active on the Swim and/or Dive Teams.
- D. Directors may not hold voting membership at another similar private outdoor pool that operates seasonally in Fairfax County.
- E. All nominees must fully disclose business relationships that may create a situation of perceived conflict of interest, including, but not limited to, membership at a competing swim club, relationship with a business that services pools, paid status with another vendor that services similar pools, and/or part of a business that could potentially provide services to the PPA. Disclosure of a perceived conflict of interest does not disqualify a nominee.
- F. The Board will provide a slate of nominees to fill Director vacancies.
- G. Incumbent Directors may run for re-election.
- H. Past Directors who were removed by the Board or by Membership are not eligible for nomination.
- I. Nominations may be made from the floor at the annual meeting.
 - 1. No second is required;
 - 2. Self-nominations are permitted;
 - 3. Nominations are closed once there are no further nominations from the floor;
 - 4. Each nominee must agree to serve if elected and accept the nomination offered;
 - 5. Each nominee will be allowed three minutes to make a statement.

Section 4.04 Election

- A. Directors are elected only at a duly held annual meeting of the membership.
- B. Each membership may cast one vote for each seat to be filled without accumulation.
- C. When Section 4.03, Paragraph C has not been satisfied, nominees meeting said qualifications will be voted upon apart from the rest of the slate to ensure a qualified nominee is elected.

Section 4.05 Vacancies

Vacant directorships shall be filled by appointment by the Board. The appointee shall serve until the next annual meeting at which time an election will be held to fill the vacancy. Directors elected to fill vacancies shall serve for the unexpired term of that directorship.

Section 4.06 Removal of Directors by Board of Directors

- A. If a Director fails to attend regular meetings of the Board for three consecutive months or otherwise fails to perform any of the duties of a Director, the office may be declared vacant by the Board and the vacancy filled as herein provided.
- B. Any Director of the Corporation may be removed from office by the affirmative vote of a majority of the Directors present and voting at a regular or special meeting of the Board, but only after an opportunity has been given him or her to be heard.

Section 4.07 Removal of Directors by Members

Any Director of the Corporation may be removed from office by the affirmative vote of two-thirds of the members present and voting in person, by proxy, or by absentee ballot at a meeting called for that purpose, but only after an opportunity has been given that Director to be heard.

Section 4.08 Conflict of Interest

- A. A Director shall be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the PPA or with any entity of which the PPA is an affiliate.
- B. Whenever a Director has a financial or personal interest in any matter coming before the Board
 - 1. The interest of such Director must be fully disclosed to the Board.
 - 2. No interested Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.
 - 3. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 4.09 End of Year Director Service Incentives

Each year Directors may receive an incentive of 25 guest passes for their service on the Board providing:

- 1. the Director has attended no less than eight regular monthly meetings;
- 2. the Director has fulfilled their duties as outlined herein; and
- 3. PPA income exceeded expenses for that operating season.

Article V. OFFICERS

Section 5.01 Election

- A. The Officers of this Corporation shall be a President, a Vice-President, a Treasurer, and a Secretary.
- B. A Director may not hold more than one Officer position at one time.
- C. Elected Directors will be selected to the various offices by mutual consent of a majority of the Board members. Such selection normally shall take place during the November meeting of the Board.
- D. The Officers shall hold office for two years until the beginning of the next November meeting and may not serve in the same position for more than two consecutive terms.
- E. At the beginning of the November meeting, or in writing prior to said meeting, the outgoing President shall appoint a temporary chairman of the Board who shall be responsible for chairing the meeting during which time the selection of Officers shall take place. The temporary chairman shall relinquish their authority upon selection of the President.

Section 5.02 Duties of the President

- A. The President shall sign, execute and acknowledge, in the name of the PPA, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the PPA.
- B. The President shall preside at all meetings of the Membership and of the Board, and shall be an ex officio member of all Committees.
- C. The President shall perform such other duties as customarily pertain to the office of the President, or as he or she may be directed to perform by resolution of the Board.

Section 5.03 Duties of the Vice President

- A. The Vice-President shall have and exercise all the powers, authority and duties of the President during the absence of the latter, or their inability to act.
- B. The Vice-President shall supervise the filing of all required documentation, including the annual filing to the State Corporation Commission, Federal and State tax returns, State employment records, and permits required by the County.
- C. The Vice President shall be responsible for ensuring the pool operates in accordance all applicable law, the PPA Articles of Incorporation, these Bylaws, and the PPA Rules.
- D. The Vice President shall be responsible for the marketing and outreach of the PPA to attract members and revenues.
- E. The Vice President shall perform such other duties as customarily pertain to the office of the President, or as he or she may be directed to perform by resolution of the Board.

Section 5.04 Duties of the Secretary

- A. The Secretary shall record all the votes of the Directors and keep and retain minutes of the meetings of the Board and of Committees of the Board.
- B. The Secretary shall see that notices are given in accordance with Section 3.03, Section 6.03, and Section 9.01.
- C. The Secretary shall be custodian of the seal of the PPA and see that it is affixed to all documents to be executed on behalf of the PPA under its seal.
- D. The Secretary shall send the Board draft minutes of any regular meeting or special meeting of the Board within two weeks of the conclusion of said meeting, or in any event 48 hours prior to any subsequently scheduled meeting of the Board.
- E. The Secretary shall maintain all correspondence and official records of the PPA except for membership and financial records.
- F. The Secretary shall perform such other duties as customarily pertain to the office of the President, or as he or she may be directed to perform by resolution of the Board.

Section 5.05 Duties of the Treasurer

- A. The Treasurer shall have custody of all funds, securities, and other assets of the Corporation, except those managed by the Swim & Dive Teams Committee (S&DTC).
- B. The Treasurer shall provide and maintain full and complete records of all the assets and liabilities of the Corporation.
- C. The Treasurer will prepare or direct to have prepared such corporate tax reports and information as local, state, and federal laws require.
- D. The Treasurer will also keep records of the payroll of the employees of the Corporation, issue payments, pay employee FICA, Federal, State, and local taxes in accordance therewith.
- E. The Treasurer shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the PPA, except for those received by the S&DTC.
- F. The Treasurer shall, whenever so required by the Board, render an account showing his or her transactions as Treasurer, and the financial condition of the PPA, except those funds managed by the S&DTC.
- G. At the annual membership meeting, the Treasurer shall present the Treasurer's report describing the assets, liabilities, revenues or receipts, and the expenses or disbursements of the PPA for the year immediately preceding the date of the report. The Treasurer shall also present a proposed operational budget for the forthcoming year for discussion by the membership. This operational budget will include proposed annual dues and other fees and will be approved by the Board at a subsequent Board Meeting.
- H. Within two months of the end of the PPA fiscal year, the Treasurer shall prepare an annual financial summary of the PPA, which shall be presented to the Board as part of the Annual Report.
- I. The Treasurer shall provide a financial status at each regular or special meeting of the Board.
- J. The Treasurer shall provide to the Membership Chairman an accurate list of the financial status of all memberships.
- K. The Treasurer shall perform such other duties as customarily pertain to the office of the President, or as he or she may be directed to perform by resolution of the Board.

Article VI. BOARD MEETINGS

Section 6.01 Regular Meetings of the Board

The Board shall hold at least one meeting each month. The Officers and Committee Chairs will provide updates on their respective activities and other PPA business will be discussed by all present.

Section 6.02 Special Meetings of the Board

Special meetings of the Board shall be held whenever called by the President or by three or more Directors.

Section 6.03 Notice of Board Meetings

- A. Notice of Board Meetings shall be given to each Director by telephone or electronic mail.
 - 1. Notice of Regular Board Meetings shall be provided at least seven days before the meeting is to be held.
 - 2. Notice of Special Board Meetings shall be provided at least 48 hours before the meeting is to be held.
 - 3. Every such notice shall state the time, place, and purpose of the meeting.

B. Business transacted at a special meeting shall be limited to that mentioned in the notice.

Section 6.04 Quorum

A quorum of the Board is defined as a majority of the Directors currently in office.

Section 6.05 Voting

Each Director shall have one vote. An affirmative vote of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board.

Article VII. STANDING AND SPECIAL COMMITTEES

Section 7.01 Duties of Operations Committee

- A. An Operations Committee shall be maintained and comprised of members and SSPs, the chairman to be appointed from among the Directors.
- B. The Committee is responsible for the operation of the swimming pool and its related facilities will prepare rules for the use and operation of the same.
- C. The Committee is responsible for the hiring and management of pool staff and/or a pool management service, if used. This does not include the management of swim & dive coaches.
- D. The Committee will coordinate with the Activities Committee and the S&DTC to ensure procedures are in place and sufficient staff support is available for activities held at the pool.
- E. The Committee shall have the authority to suspend use of the facilities to any person for periods of time not to exceed 48 hours any one time.
- F. The Committee shall have the discretion to delegate its authority to suspend persons to the Pool Manager.
- G. A report of all suspensions and serious or repeated infractions of the rules shall be made to the Board for appropriate action.
- H. The Committee will develop contingency plans, which may include reciprocity agreements, to ensure continuity of swim privileges in case of equipment failure.

Section 7.02 Duties of Maintenance Committee

- A. An Engineering and Maintenance Committee shall be maintained and comprised of members and SSPs, the chairman to be appointed from among the Directors.
- B. The Committee will be responsible for planning and supervising construction, preventive maintenance, upkeep, and repair of the PPA grounds, facilities, and equipment.
- C. The Committee will ensure County pool requirements are met and supervise the opening and closing of the pool.

Section 7.03 Duties of Membership Committee

- A. A Membership Committee shall be maintained and comprised of members only, the chairman to be appointed from among the Directors.
- B. The Committee shall act on all applications for or changes to membership, summer swimming privileges or guest privileges.
- C. The Committee shall maintain a complete record of membership and SSP data, including: name, contact information, pictures, membership number, complete names of all relatives living with that member, and ages of all children.
- D. The Chair shall acknowledge receipt as soon as possible any request for refund of an initiation fee, providing the requestor provides details as to the financial status of the membership.
- E. The Committee shall provide the Secretary with up-to-date information concerning all additions or deletions of memberships and changes of contact information.
- F. The Committee shall prepare bills to members and collect receipts which will then be turned over to the Treasurer.
- G. The Committee shall maintain complete records of membership status, payments, delinquencies, and reimbursements in a manner to properly establish the standing of each member.
- H. The Committee shall provide a summary of memberships, summer swimming privileges, guest passes, and delinquent accounts at the monthly Board meeting.

Section 7.04 Duties of Activities Committee

- A. An Activities Committee shall be maintained and comprised of members and SSPs, the chairman to be appointed from among the membership.

- B. The Committee will plan, coordinate, and supervise such activities as swim lessons, exercise classes, teen parties, adult nights, family picnics, holiday celebrations, maintenance days, and any other special events either held at the pool or sponsored by the PPA. A financial statement shall be rendered to the Board by the chairman for each activity stating all income received and all disbursements made in connection with such activities.

Section 7.05 Duties of the Swim and Dive Teams Committee

- A. A Swim and Dive Teams Committee shall be maintained and comprised of members and summer swim privilege guests who have a child on one of the teams.
- B. The Chair shall be a Director with a child active in the swim and/or dive teams. The S&DTC Chair's term expires before stated in Section 4.02 if their child ceases to be active on the team.
- C. The Committee will register the teams with and pay dues to the Northern Virginia Swim League (NVSL) and ensure PPA compliance with NVSL Bylaws and rules.
- D. The Committee will appoint swim and dive team representatives to NVSL.
- E. The Committee will select team coaches who will be employed by PPA and compensated from the Committee's funds.
- F. The Committee will manage a budget comprised of income from team dues and fundraising for the purpose of paying S&DT-specific costs including; NVSL dues, covering administrative supply costs, funding coach salaries, purchasing team-specific equipment and supplies, buying ribbons and awards, and maintaining an amount to cover the budgeted start-up expenses for the following season.
- G. The Committee will develop contingency plans, which may include reciprocity agreements, to ensure continuity of swim and dive activities in case of equipment failure.
- H. The Committee shall elect a finance manager to:
 - 1. Manage the funds collected and disbursed by the Committee.
 - 2. Report the Committee's financial activities and status to the Treasurer and to S&DT families.
 - 3. Present a report at the annual membership meeting describing the revenues or receipts and the expenses or disbursements of the S&DTC for the year immediately preceding the date of the report. The finance manager shall also present a proposed operational budget for the forthcoming year for discussion by the membership. This S&DTC budget will be reviewed by the Board at a subsequent Board Meeting.
- I. At the end of the swim season, the finance manager will transfer funds in excess of the next year's budgeted expenses to the PPA Treasurer to be used for the general pool community.
- J. All rules regarding guest fees shall be waived for participating members of competing teams during official competition. Spectators including officials, family, and friends shall be admitted to observe without charge.

Section 7.06 Special Committees

The Board shall be authorized to appoint special Committees comprised of members and SSPs as deemed necessary or expedient.

Section 7.07 Powers of Committees

Actions taken by the standing Committees shall be valid until the next meeting of the Board, at which time they will be reported to the Board to either reject, modify, or adopt them as its own actions. Special Committees propose actions for approval of the Board.

Article VIII. PROPERTY AND FINANCES

Section 8.01 Fiscal Year

The PPA Fiscal Year runs from November to October.

Section 8.02 Limitation on Contractual Obligations and Encumbering Property

- A. The Corporation is not authorized to contract for any obligation in excess of its unobligated assets without the consent of the majority of the active membership.
- B. Any obligation or expenditure of the corporate assets other than cash disbursement covered below requires the prior approval of the Board.
- C. Real property of the Corporation may be encumbered only after a vote of a majority of members of the Corporation who are present and voting, in person, by proxy or by absentee ballot, at a meeting of members called by the Board.

- D. The Board may not authorize an expenditure of funds for capital improvement projects estimated to cost \$20,000 or more without the consent of the majority of the active membership.

Section 8.03 Transfer of Property

- A. Real property of the Corporation shall not be sold or transferred.
- B. Tangible personal property of the Corporation may be transferred only after a two-thirds vote of the Directors shall have approved such transfer.

Section 8.04 Deposit of Funds

All funds of the Corporation shall be deposited in such qualified depository or depositories as the Board may from time to time by resolution designate and further provided that all deposits shall be insured by the Federal Deposit Insurance Corporation. Documentation shall be maintained to support the validity of all deposits.

Section 8.05 Funds Disbursements

- A. Documentation shall be maintained to support the validity of all disbursements.
- B. All payroll, utilities payments, and disbursement under \$500.00 must be authorized by the Treasurer.
- C. Any disbursement over \$500.00 must be authorized and documented by an Officer in addition to the Treasurer.
- D. If the Treasurer is unavailable for more than 48 hours, disbursements may be authorized by another Officer.

Section 8.06 Expenses and Reimbursement

Directors and Committee members may receive reimbursement of expenses incurred in the course of business for the PPA. Such requests for expense reimbursements shall be accompanied by supporting documentation (e.g. contract, invoice, receipt) and approval from the Director in charge of the activity.

Section 8.07 Investment of Funds

The funds of the Corporation, except as otherwise provided in these Bylaws may be invested only in obligations of the United States Government or in obligations insured by the United States Government, or an instrumentality thereof. They may not be loaned to or invested with any Director or member of the Corporation.

Section 8.08 Review of Accounts

The accounts of the Corporation shall be reviewed annually by a method specified by the Board which may be accomplished by a committee of three members appointed by the Board. The review will be made available to the membership.

Section 8.09 Insurance

- A. The Board shall maintain in force an appropriate amount of liability insurance appropriate to anticipated risk.
- B. The PPA will carry Director and Officer liability insurance so, to the fullest extent permitted by the law, no Director shall be liable for monetary damages if sued for their actions on the Board.

Article IX. GENERAL PROVISIONS

Section 9.01 Notice

- A. Wherever the word “notice” or words to that effect are used, the same shall be construed to mean either the physical or electronic transmissions of information.
- B. A membership shall designate a person to receive such notice, including the address and method by which the notice is to be sent and this information shall be forwarded to the Secretary of the PPA.
 - 1. Failure to provide or update this information shall constitute waiver of notice.
 - 2. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting.

Section 9.02 Meeting Locations

All membership, Board, and Committee meetings shall be held at the pool or in a public location accessible to all members.

Section 9.03 Conduct of Meetings

- A. The President shall preside (“Chair”) at every meeting of the membership or of the Board. In the event of a vacancy in the office or absence of the President, the Vice President shall preside at the meeting. In the event of a vacancy in the offices, or absences, of the President and the Vice President, the Secretary shall preside at the meeting. In the absence of the Secretary, any person appointed by the chairman of the meeting shall act as Secretary.

- B. Robert's Rules of Order shall govern all proceedings of the Corporation; however, the Chair of a meeting may suspend the rules to have informal procedure at any time, and may suspend any such suspension at any time.

Section 9.04 Annual Reports by the Officers and Standing Committees

The Officers and standing Committee chairs shall provide a verbal summary at the annual membership meeting describing the Committee's activities for the past year and plans for the next year. Within two months of the end of the PPA fiscal year, Officers and chairs of standing Committees shall publish an account of activities for the past year and plans for the next year. Fundraising proceeds and how they were spent will also be included.

Section 9.05 Records

- A. The Board shall ensure that correct and complete books and records of the PPA are kept and preserved in a place of safekeeping. Books and records include, but not limited to; the accounts of the PPA, approved meeting minutes, and returns of Board elections, membership names and contact information, the membership waiting and redemption lists, and copies of the Articles of Incorporation, Bylaws, and amendments thereto.
- B. The Board shall maintain records of all decisions. Decisions of the Board are a matter of record; however, individual voting records do not need to be documented. These records are available for review upon request by a member.
- C. All books and records of the PPA may be inspected by any voting members for any proper purpose at any reasonable time.
- D. The record of the names of members entitled to vote shall be prima facie evidence of the right to vote.
- E. Every attempt shall be made to make books and records available to membership electronically except when exposure of such data could breach privacy or sensitive financial matters.
- F. The Board shall maintain, at a minimum, a copy of the most current fully executed membership agreement for each member that has terminated or been expelled.

Section 9.06 Dissolution

- A. An affirmative vote of two-thirds of the Board shall be required to adopt a resolution proposing dissolution of the corporation.
- B. Dissolution requires an affirmative vote during a membership meeting.
- C. Upon dissolution of the Corporation any assets of the Corporation remaining after full payment of Corporate obligations, of all and any kinds, shall be given to one or more municipal or charitable associations, societies, or corporations to be used exclusively to procure, erect, or maintain recreation facilities or recreational programs within the County of Fairfax.

Article X. AMENDMENT OF BYLAWS

Section 10.01 By Board of Directors

- A. The Bylaws shall be reviewed by the Board at least every three years and amended or re-issued without amendment.
- B. Amendments to these Bylaws may be adopted by the affirmative vote of two-thirds of the Directors at a Board meeting provided notice of proposed amendments is given 14 days before said meeting. Such amendments shall remain effective for all purposes unless rejected by a majority vote at the next duly held meeting of the membership. Votes shall be taken for each section changed.
- C. All members shall be notified of amendments adopted by the Board within 14 days of the change and at least 14 days before the next meeting of the membership.

Section 10.02 By the Membership

Amendments to these Bylaws may be adopted by a majority of the members voting at a duly held meeting of the membership in accordance with the following procedures:

1. Proposed amendments for consideration by the membership shall be initiated by petition which sets forth the proposed amendment and is signed by 10% of the active memberships; and
2. Each proposed amendment that originates by petition must be submitted to the Board at least 30 days before the next annual or special meeting of members.

3. Proposed amendments must be made available to each member at least 14 days before any annual or special meeting at which the amendments are to be considered.