

BYLAWS OF THE PARKLAWN RECREATION ASSOCIATION

Article I. Name and Purpose

Section 1. The name of this Corporation is the Parklawn Recreation Association, Inc (PRA).

Section 2. Parklawn Recreation Association, Inc., under the laws of Virginia, is a non-profit, non-stock corporation whose purposes are to promote the health and general welfare of the members individually, and the community as a whole, by owning, operating, constructing, managing, and maintaining recreational facilities which include, but are not limited to, a swimming pool, and bath house.

Article II. Membership

Section 1. Membership in the Corporation is not limited by geographic location of residence.

Section 2. Membership shall consist of household units, defined as an individual or individuals, or family residing in one dwelling (a dwelling is defined as a single-family house, townhouse, or apartment), except for a multi-family house in which each family will be required to have a membership. The combining of two or more household units to purchase or use one membership is expressly prohibited. In matters where membership composition is in question, the Board may require proof of residence, and may amend the membership composition at its discretion.

Section 3. A membership is a household unit, which has filed an application in the forms prescribed by the Board of Directors, that has been accepted, paid the full required annual dues and fees, and received a invitation from the pool. A member is a person covered by a membership. An adult member is a person eighteen (18) years of age or older.

Section 4. Each membership in good standing is entitled to one vote.

Section 5. Purchase of a membership involves and entails agreement to comply with these Bylaws and the rules and regulations of the Corporation. These Bylaws shall be posted on the Parklawn Recreation Association website and a copy will be kept on file in the guard room during the pool season.

Section 6. The total number of memberships is decided by the Board of Directors.

Section 7. A pool use permit is not a membership. A pool use permit is a household unit that purchases access to the facility at a reduced price which is offered by the Board of Directors for a limited time period.

Section 8: Membership privileges begin March 1 for membership candidates who filed applications and made timely and agreed upon payments by March 1.

Article III. Change in Membership Status and Termination of Membership

Section 1. Members who desire a change in their membership status shall notify the Corporation in written or electronic correspondence by the beginning of the membership year, which is March 1. Changing membership category, becoming inactive, and terminating membership are considered changes in membership status. Members who go inactive are not eligible for new member discounts unless they remain inactive for five consecutive seasons. Members who terminate or change their membership after March 1 are not eligible for a return of any dues unless agreed to a 2/3 majority of the Board of Directors.

Section 2. A membership application may be denied a Board of Directors designee(s) or by the Board of Directors with a two-thirds (2/3) vote where a quorum is present.

Section 3. A membership may be temporarily assigned under special circumstances (such as a short-term directed reassignment) with approval by the Board of Directors

Section 4. The payment of annual dues, and all fees as noted in Section 1, may be waived for a member when and if deemed appropriate by a majority of the officers of the Board of Directors. This category of membership does count against the membership cap.

Section 5. The privilege of membership may be temporarily suspended by a majority vote of Directors where a quorum is present. The Board of Directors will make a notification to the member who has a right to request a hearing. A hearing may be scheduled by the Board of Directors.

Section 6. Membership may be revoked by a two-thirds (2/3) vote of Directors where a quorum is present or a majority vote of members voting at a meeting of the membership. The cause for separation shall, in general, consist of violation of these Bylaws or the rules of the Corporation, or for conduct of a member or guest while using the facilities. If membership is revoked, all dues and fees are retained by the Corporation. All membership matters will be held in confidence by the Board, unless placed before the membership for a vote.

Article IV. Government

Section 1. Management of the Corporation shall be vested in a Board of Directors, a minimum of nine (9) and maximum of fifteen (15), who shall be elected from the membership of the Corporation. The Board will decide how many Directors will be elected in a given year and may appoint Directors where necessary to fill necessary capabilities. The Board will generally withhold a number of spots for this purpose. No fewer than nine (9) members will be elected.

Section 2. Selection of the Board of Directors.

- (a) There shall be a nominating Committee of three (3) members of the Corporation if necessary, appointed by the President and approved by the Board where a quorum is present, two (2) selected from the membership, and one (1) selected from the Board of Directors.
- (b) The Nominating Committee shall nominate the candidates for the Board of Directors vacancies to be elected at the annual membership meeting. The Nominating Committee will evaluate the nominees' capacity and suitability to perform essential functions of the positions as set forth in the Bylaws, the PRA Confidentiality Agreement, Conflict of Interest Agreement, and the Ethics

Agreement. The Nominating Committee will then create the ballot to be used at the annual membership meeting.

- (c) Nominees must have paid a full membership for the prior year and have been in good standing as of the pool opening date the prior year.
- (d) The Nominating Committee will describe the voting process to the membership meeting and pass out voting forms.
- (e) Nominees must receive a plurality of votes to be seated on the Board of Directors and the top vote receivers will fill the available slots.
- (f) All new Board Members must sign the Parklawn Recreation Association Confidentiality Agreement, Conflict of Interest Agreement, and Ethics Agreement prior to performing Board duties.

Section 3. The Board of Directors shall be responsible for the general management of the Corporation. The Board may adopt rules and regulations for the conduct of the affairs and management of the Corporation as long as they are not inconsistent with these Bylaws and the Articles of Incorporation.

Section 4. The interpretation of the meaning or intent of any provision of these Bylaws shall be determined by the Board of Directors.

Section 5. Amendments to these Bylaws may be originated by the Board of Directors or any twenty-five (25) members in good standing. Written notice of a proposed amendment will be sent in electronic form to all members with an electronic mail address on file and posted on the Parklawn Recreation Association website not less than fourteen (14) days prior to the meeting at which the amendment is to be considered. Two-thirds (2/3) vote of the membership present, either in person or by written proxy, are required for the approval of an amendment.

Section 6. With the exception of the pool management contract, any Board of Director motions which will result in a deficit more than three thousand dollars per year will require approval using the methods in Article 4, Section 5.

Article V. Board of Directors

Section 1. The Officers of the Corporation shall include President, Vice President, Secretary, Treasurer, and Membership Director, who shall be elected annually by the Board of Directors. These Officers shall have duties normally associated with these offices.

Section 2. The Directors of the Corporation may include the Officers, Pool Operations, Social, Swim Team Representative, Dive Team Representative, Maintenance, Web Communications, Fundraising, and At-Large who shall be elected annually for a term of one (1) year beginning at the first Board meeting after the membership meeting, or until a successor shall have been chosen at a membership meeting. Any adult member is eligible to hold directorship. Election of nominees shall be by plurality.

Section 3. A simple majority of the current voting membership of the Board of Directors shall constitute a quorum for the transaction of business. Unless otherwise specified in these Bylaws, all actions by the Board of Directors require a majority vote of the Directors present at a Board meeting.

Section 4. The Board of Directors shall meet on a regularly scheduled basis, at a time and place fixed by the President. Additionally, the President shall call a special meeting of the Board of Directors upon the request of three (3) members of the Board.

Section 5. The responsibilities of the Board of Directors include: transaction of all Corporation business; approval of real estate leases; designation of the financial institution(s) in which the funds of the Corporation shall be deposited; making, amending, and enforcing rules for the regulation and use of the Corporation's property; fixing and imposing penalties for violations of these Bylaws and rules of the Corporation; incurring obligations on behalf of the Corporation; appointing individuals, agents, or employees and may establish the responsibilities and duties of same; and proposing matters to be brought before the membership. In addition, they shall have such other powers, not prohibited by these Bylaws, necessary for the management of the Corporation.

Section 6. If a Board of Director member resigns during their term, the Board may fill their position. In order for a new member to be appointed, the person must be recommended by three board members and voted on by the entire BOD. This new Board member will serve the duration of the previous Board members term.

Section 7. Any Director, including Officers, may be removed from office by the majority vote of the membership at a special membership meeting called for that purpose.

Section 8. If a Director fails to attend three (3) consecutive meetings of the Board of Directors, or otherwise fails to perform, that Director may be removed by majority vote of all Directors and the vacancy filled, per Section 6.

Section 9. Directors shall serve without pay or other compensation, except that the Treasurer may be compensated by the Corporation. Directors and Officers shall be held blameless by the Corporation for any action taken on behalf of the Corporation in good faith. They shall be indemnified by the Corporation against any expenses incurred in connection with the defense of any action, suit, or proceeding in which they are made party, by reason of being a Director or Officer of the Corporation, except in cases of willful misconduct. The right of indemnification provided herein shall apply to each Director and Officer, whether they are a Director or Officer at the time such costs are imposed or incurred, and in the event of the Director's death, shall extend to his legal representatives.

Article VI. Membership Meetings

Section 1. There will be at least one meeting of the membership each year before February 15 for the purposes of election of Directors and Officers, and budget approval. Additional special meetings may be called by the Board of Directors, or when requested in writing by 25 members in good standing.

Section 2. Written notice stating the time, place, and purpose of the meeting will be mailed in electronic form to the electronic mail address of each membership not less than ten (10) nor more than fifty (50) days before the meeting. An announcement of the meeting will also be posted on the Parklawn Recreation Association website.

Section 3. Each membership of the Corporation in good standing shall have the right to vote at any regular and special meeting of the membership. Votes may be cast in person or by proxy designated in electronic or written format. Each membership is entitled to one vote. Except as noted elsewhere in these Bylaws, all matters voted on by the members at any meeting shall be decided by a majority vote of the

membership present either in person or by proxy designated in electronic or written format. A quorum shall be comprised of ten (10) percent of memberships in good standing.

Article VII. Property and Finances

Section 1. Tangible property of the Corporation may be transferred or encumbered only with the approval of the Board of Directors and, in the case of real property, after a majority of the membership present at a regular or special meeting has approved such transfer.

Section 2. The funds of the Corporation, including savings accounts and certificates of deposit, shall be deposited only in institutions operating in accordance with the laws of the Commonwealth of Virginia and the deposits of which are insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation. The funds of the Corporation may be invested also in obligations of the United States Government, or its Agencies. They may not be loaned to or invested with any Officer, Director, or member of the Corporation.

Section 3. All payments must be approved by two officers of the Board of Directors. Two members of the Board of Director have access to financial accounts used by the Corporation. The Treasurer shall provide a financial report and current bank account records to the Board of Directors monthly and within 10 business days upon request by the Board of Directors.

Section 4. Annually the Board of Directors will review and update the long-term capital improvement plan in place. The plan shall show assets of the pool and estimated life expectancy and year of planned improvement or replacement. This plan shall be posted on the pool's web site after its annual approval.

Section 5. The Board shall introduce a budget annually for membership to approve. This budget must contain a reserve donation to a designated fund (separate bank account) of at least 5 percent of anticipated dues income.

Section 6. The President, Vice President or Director of maintenance may approve expenditures of not more than \$1,000 without board approval. In the case of an emergency or natural disaster this amount shall increase to \$5,000 if the officer has the approval of one other officer mentioned above. This will be done with notification to the BOD.

Article VIII. Dues and Fees

Section 1. Membership is for the period of March 1 to last day of February of the following year. Changes to dues and fees must be proposed annually by the Board of Directors and approved by a two-thirds (2/3) vote of all Directors or by a simple majority vote of members present at a membership meeting. Members must pay dues by the last day in February annually.

Section 2. The Board of Directors may levy a special assessment as financial demands require. The special assessment must be approved by a two-thirds (2/3) vote of all Directors.

Section 3. Any member failing to pay Corporation fees, or other indebtedness within 15 days after the due date will be notified in writing of his indebtedness. If this indebtedness is not paid within 15 days thereafter, the delinquent may be suspended by the Board of Directors. Any person suspended will be notified that if his indebtedness is not paid within the 15 days of this notice, he may be subject to a fine, as well as responsible for financial obligations assigned including, but not limited to full operating dues,

late fees, assessments and subsequent inactive fees, fines, and costs incurred by the Corporation to collect the amount due, including reasonable attorney fees.

Adopted: September 28, 1957

Amended: September 24, 1970; February 27, 1975; September 25, 1975; September 24, 1981; February 1991; September 23, 1992; October 21, 1993; September 26, 1994; January 25, 2012; March 12, 2014; October 13, 2021