

**MOUNT VERNON PARK
ASSOCIATION, INC.**

BY-LAWS

Established April 1954

**MOUNT VERNON PARK ASSOCIATION
BY-LAWS**

**ARTICLE I
NAME**

Section 1. The name of the Corporation shall be "MOUNT VERNON PARK ASSOCIATION, INC." THE MOUNT VERNON PARK ASSOCIATION, INC. shall hereafter be referred to as the Association.

**ARTICLE II
OBJECT**

Section 1. The purpose for which the Association is formed shall be to purchase, construct, develop, operate and maintain private recreational club facilities and related services for the benefit of its members and their families.

**ARTICLE III
DIRECTORS**

- Section 1. The Association shall be managed by a Board of Directors, fifteen in number, each of whom shall be an Active Member of the Association or the spouse of an active member.
- Section 2. At each annual meeting of the Active Members of the Association, five Directors shall be elected from the members for a term of three years, their duties to begin at the end of the first Board Meeting following the Annual Meeting.
- Section 3. In voting for the Directors, each Active Member may cast one vote for each seat to be filled, without accumulation. Spouses of an Active Member may vote in the absence of the active member, but no more than one person in an immediate family can vote at one time.
- Section 4. Members of the Board of Directors who shall cease to hold active membership in the Association automatically shall cease to be a member of the Board of Directors.
- Section 5. Members of the Board of Directors who fail to attend three consecutive meetings of the Board shall automatically cease to be a member of the Board of Directors, and will be so advised by letter from the Secretary. Such a Director may be reinstated by a majority vote of the Board or Directors, together with a letter of re-instatement from the Secretary. Under extenuating circumstances, the Board may waive this entire provision.
- Section 6. If a Director fails to perform any of the duties required of the Director, that office may be declared vacant by a majority vote of the Board of Directors and the vacancy filled as herein provided.
- Section 7. Vacancies on the Board shall be filled from the Membership by a majority vote of the remaining Board Members. Members so elected shall serve for the unexpired term of the member so replaced.

**ARTICLE IV
DUTIES OF DIRECTORS AND GENERAL STANDARDS OF CONDUCT**

A Director shall discharge the duties of a Director, including duties as a member of a committee, in accordance with the Director's good faith judgment of the best interest of the Association.

- Section 1. Consistent with these By-Laws the Board shall:
- a) Transact all normal Association business.
 - b) Approve or disapprove of all applications for membership for any reason other than reasons based solely on race, color, creed, physical or mental handicap, or otherwise prohibited by law.
 - c) Submit an annual budget to the membership at the annual meeting for the membership approval or amendment.
 - d) Employ, appoint and remove such managers, officers, clerks, bookkeepers, agents or employees as may be deemed necessary and fix their duties and compensation. The Board may, in its sole discretion, condition the employment of any Park employee upon obtaining a fidelity bond in an appropriate amount.
 - e) Fix, impose and remit penalties for violations of these By-Laws and Rules of the Association.
 - f) Elect from its members a President, Vice-president, Secretary, and Treasurer.
 - g) Constitute committees and define the powers and duties of the same.
 - h) Advise the Membership in a manner prescribed by the Board, of all capital expenditures exceeding \$30,000 (eff. 2/08) (excluding repairs to existing facilities), 21 days prior to final Vote by the Board of Directors.
- Section 2. The Treasurer shall make recommendations and the Board of Directors shall have final authority to approve the manner in which Association funds are to be deposited or invested. All checks, drafts, or other instruments above an amount determined by the Board of Directors that are drawn on the funds of the Association shall be

signed by any two of the following: the President, the Vice President, the Secretary, the Treasurer, and/or any other Park Employee expressly designated by the Board as having the required signature authority.

- Section 3. The Board of Directors shall cause the books of the Association to be reviewed (as distinct from audited) annually by an auditor selected by the Directors. The Board of Directors may cause the books of the Association to be audited or otherwise reviewed by an auditor at any time when, in the opinion of a majority of the full Board of Directors, it is appropriate to do so. However, in no case may the period of time between audits of the books of the Association exceed five (5) years. The auditor selected by the Directors shall be neither a Director nor an Officer of the Association. Reports prepared by the auditor pursuant to this provision shall be available to the members at all times. (eff.12/ 08)
- Section 4. The Board of Directors shall meet monthly and at such other times as they may deem necessary; eight (8) members shall constitute a quorum. The time and the place of each meeting shall be fixed by the Board.
- Section 5. Annual Valuation: The Board of Directors, by a majority vote of the full Board of Directors, may from time to time appoint three (3) members of the Association who are not currently directors to constitute a "Valuation Committee". It shall then be the duty of this committee to meet, inspect the Association properties and books, and make appropriate investigation to ascertain the "Stated Value" of the Certificates of Membership of the Association as of the December 31st of the previous year. "Stated Value" is defined as the value of the Certificates of Membership of the Association as determined using generally accepted accounting principles, and after giving effect to the fair market value of the land following any required return of land to the original donor(s), the fair market value of all properties and holdings owned by the Association, accounting for all debts of the Association, and making allowance for depreciation rates set forth in the current Internal Revenue Schedules. The "Stated Value" must then be reported by the Valuation Committee to the Board of Directors and approved by a two-thirds vote of the full Board of Directors. If the Board of Directors approves a change to the "Stated Value" pursuant to the immediately preceding sentence the "Stated Value" will be announced during the Annual Membership Meeting. In the event such approval is withheld, the "Stated Value" shall remain unchanged. (eff. 12/08)
- Section 6. In addition to the foregoing enumerated powers, the Board shall have such other powers, not prohibited by these Bylaws or by statute, necessary for the operation and management of the Association.
- Section 7. No Director or Officer of this Association shall have any liability for damages of any kind arising out of any transaction, occurrence of course of conduct in the discharge of the duties of Director or Officer in accordance with the good faith judgment of said Officer or Director of the best interests of the Association; provided that the liability of the Director or Officer shall not be limited if the Director or Officer engaged in willful misconduct or a knowing violation of the criminal law. The Association will indemnify the Directors or Officers for such damages and reasonable expenses incurred by said Officers or Director as authorized and mandated by Title 13.1, Chapter 10 of the Code of Virginia, as amended.

ARTICLE V OFFICERS

- Section 1. The officers of the Association shall be four in number: President, Vice President, Secretary and Treasurer. All Officers of the Association shall be elected annually by the Board of Directors from among its members and shall hold office until the end of the first meeting of the Board following the next annual meeting of the Association.
- Section 2. The President shall preside at the meetings of the Association and the Board of Directors and shall be the administrative officer. The President shall appoint all standing and special committees and shall be ex officio, a member of all committees.
- Section 3. The Vice President in the absence or disability of the President shall assume the duties of the President. The Vice President shall be a member of all committees ex officio. and shall have such other duties as the President and the Board shall require.
- Section 4. The Secretary shall keep the minutes of the Board and perform such other duties as the President and the Board shall require.
- Section 5. The Treasurer shall be responsible for overseeing all financial activities of the Association.

ARTICLE VI EXECUTIVE SECRETARY-TREASURER

The Board may, in its discretion, appoint an Executive Secretary who, at the direction of the Secretary, shall maintain the official corporate records of the Association, including (but not limited to) the Board Minutes, the By-Laws, and the Regulations. The Executive Secretary shall also attend to the official correspondence of the Association, including (but not limited to) correspondence with the Association's members regarding annual registration, the payment of dues, and any outstanding sums owed to the Association. The person shall perform such other duties pertaining to this office as may be directed by the Board. Compensation for this position shall be set by the Board.

ARTICLE VII MEMBERSHIP

- Section 1. There may be one or more categories of membership as prescribed by the Board.

- Section 2. Membership in the Association will be one of the following:
- a) Active. Active membership is limited to persons who are designated the Active Member upon receiving Membership in the Association or are the current holders of a certificate of membership. Only one Active Member shall be designated to a family unit. The Active Member shall be designated to one adult member of each family unit. A family unit is defined as all persons living under one roof of the same immediate family and dependent on the head of the family. Effective March 1, 2018, the Association will no longer issue Certificates of Membership. The provisions herein pertaining to Certificates of Membership shall remain applicable thereto until all outstanding Certificates of Membership are redeemed.
 - b) Associate. Associate membership is limited to persons who are members of the immediate unit of an active member.
 - c) Honorary. Honorary memberships are limited to such persons as the Board of Directors may elect.
 - d) Other. As designated by the Board.
- Section 3. The Board of Directors has the absolute authority to accept or reject any application for membership for any reason not prohibited by law. The membership committee is directed to make the following information available on each applicant in addition to the usual name, address, etc.
- a) Date of application.
 - b) Length of residence within the general neighborhood.
 - c) Membership committee's recommendation.
 - d) Moral and/or criminal character of applicant.
 - e) Agreement by applicant to abide by the rules, regulations and By-Laws of the Association.
 - f) Financial responsibility.
- Section 4. Each application must be made in writing in such form as the Board may prescribe to clarify the qualifications required. Each applicant must be interviewed by the membership committee and the application shall be available at any meeting of the Board of Directors for action. A 2/3rds vote of the Board is required for the approval of any application.
- Section 5. Membership shall not exceed six hundred (600) Active members. Only active members, their duly appointed spouse or proxy can vote in Association matters, with only one vote per Active member or family unit.
- Section 6. When requested, by an active member, in such form as prescribed by the Board of Directors, the Association shall purchase the certificate of membership of the member at the "Stated Value", less any indebtedness due the Association by the member. Certificates of Membership can be sold and purchased only by the Association. In the event of death, divorce, separation or other extenuating circumstances involving an active member, the Board, upon three-fourths vote of the entire Board of Directors and after an opportunity for a hearing is authorized to transfer the Certificate of Membership to an Associate Member or, designate an existing Associate Member as the new Active Member, as circumstances may require. All transactions are subject to the provisions of Article VII.
- Section 7. Membership certificates are not transferable, but may be redeemed at the "Stated Value" by the Association upon the resignation of the member and surrender of the properly endorsed certificate to the Executive Secretary-Treasurer or Membership Committee. Provided however, that the Association shall not be required to pay the "Stated Value" to the resigned member until a new member has been procured to replace the resigned member and such new member has been approved by the Board of Directors. The Active Member may also donate the "Stated Value" of the Certificate of Membership to the Association upon resignation. The Board's offer of Membership under Article VII, Section 2(d) to an existing Active Member is conditioned upon the relinquishment of Active membership and forfeiture of the "Stated Value" of the Certificate of Membership, if existing.
- Section 8. A member may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three months by a 2/3rds vote of the entire Board or expelled by a 3/4ths vote of the entire Board of Directors. Cause for suspension or expulsion shall in general consist of failure to pay dues, or of violation of these By-Laws, or of the rules and regulations of the Association, or of conduct unbecoming to a lady or a gentleman. The suspension or expulsion of one member of a family unit shall be cause, at the discretion of the Board of Directors, for the suspension or expulsion of all other members of the family unit.
- Section 9. In case of expulsion, the Certificate of Membership, if existing, will be redeemed under the provisions of ARTICLE VII, Section 6, with the net proceeds of sales less any indebtedness due the Association by the member paid to the expelled member.
- Section 10. All members of the Association and their guests shall be accorded use of the facilities of the Association subject to such rules and limitations as are applicable to the use thereof and contained in the published rules and regulations of the Association, these shall be posted at all times in conspicuous places in the Club area.
- Section 11. The Board of Directors is authorized to approve and schedule use of the Park facilities for Park sponsored activities.

ARTICLE VIII DUES AND FEES

- Section 1. Dues and Fees shall be established.

a) Membership dues and initiation fees for the current calendar year shall be established at each Annual Meeting of the Association.

b) Dues shall be sufficient to provide for necessary operating expenses of the Association and the proper maintenance and improvement of its property, and such dues shall be payable on or before May 15 of each year.

- Section 2. Active members shall be responsible for the payment of all charges and liabilities that may be imposed upon or incurred by members of their family units and guests to whom the privileges of the Association have been extended.
- Section 3. When a member resigns and surrenders the Certificate of Membership for in ARTICLE VII, Section 7, if applicable the member shall not be liable for any dues or assessments payable subsequent to the date of such authorization.
- Section 4. In the event of dissolution of the Association in any manner or for any cause, all of the assets of the Association shall be sold and the proceeds, after the payment of all just debts and obligations of the Association, shall be paid and distributed pro rata to the holders of certificates of membership, subject to set-off of all debts, dues and obligations owed by the holder to the Association.

ARTICLE IX MEETINGS

- Section 1. The annual meeting of the Association shall be held during the month of February each year, at such place and time as the Board of Directors may determine.
- Section 2. Special meetings may be called by the Board of Directors. Also upon the written request of twenty-five Active Members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty days.
- Section 3. Notice of Meetings shall be given.
- a) Notice of the annual meeting shall be given to members 30 days prior to the meeting.
 - b) Special meetings of the Association may be held on seven days notice by mail to all members. The notice shall state the purposes for which the special meeting is called, and no other business shall be transacted.
- Section 4. Thirty-five active members, present in person or by proxy, shall constitute a quorum at all meetings.
- Section 5. Unless a member otherwise agrees in writing, any notices to a member provided for in these By-Laws shall be sent via United States Mail, Postage Prepaid, directed to the address listed for the member as it appears on the books of the Association. The act of such mailing shall constitute notice. The Board may propose and a member may agree in writing to receive notices provided for under the By Laws using an alternate method of transmission or delivery, thereby waiving their right to receive such notices via United States Mail.
- Section 6. Special meetings of the Board of Directors may be called by the Secretary upon the request of two members of the Board. Notice of Special Board meetings shall be given to each member of the Board at least one day before the date of the meeting.

ARTICLE X COMMITTEES

- Section 1. Standing Committees shall be established
- a) The standing committees shall be Operations, Membership, Security, Finance, Rules & By-Laws, Nominating, Activities, Valuation and Engineering.
 - b) The duties and powers assigned by these By-laws to the standing committees shall be subject to the authority of the Board of Directors.
- Section 2. The Operations Committee shall exercise authority over the pool and grounds and shall attend to the improvements and maintenance of the pools, buildings, operating equipment and grounds, shall have authority there over, and in conjunction with the Rules and By-Laws Committee, shall see that the rules and regulations of the Association are enforced.
- Section 3. The Membership Committee shall promote membership and investigate and report to the Board of Directors upon the desirability of applicants for membership.
- Section 4. The Security Committee shall provide for the physical security of all property of the Association.
- Section 5. The Finance Committee shall prepare the annual budget for submission and approval of the Board of Directors and shall exercise general supervision over the financial transactions of the Association.
- Section 6. The Rules and By-Laws Committee shall prepare rules of health and good conduct in connection with the operations of the pools and grounds and shall, in conjunction with the Operations Committee, see that the rules and regulations of the Association are enforced.
- Section 7. The Nominating Committee shall nominate candidates for the Board of Directors.
- Section 8. The Activities Committee shall plan, publish, schedule and supervise the recreational activities of the Association.
- Section 9. The Valuation Committee shall determine the "Stated Value" of the Certificate of Membership.

ARTICLE XI
MISCELLANEOUS

- Section 1. Any question as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.
- Section 2. Mechanism to Adopt Amendments: The proposed amendments may be adopted by the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors present at duly held meeting of the Board of Directors. Such amendments shall be effective until rejected by a majority vote of the voting active members present at a duly held meeting of the Association. (eff. 12/08)
- Section 3. Amendments to these By-Laws may also be adopted by the affirmative vote of two-thirds (2/3) of the active members present at a duly held meeting of the Association.
- Section 4. Any Director or Officer of the Association may be removed from office by the affirmative vote of two-thirds (2/3) of the voting members present at a special meeting of the Association called for that purpose, but only after an opportunity has been given that Director or Officer to be heard.
- Section 5. When an officer is absent or otherwise unable to perform that officer's duties the Board of Directors may by resolution designate another member of the Board of Directors to act temporarily in that capacity.
- Section 6. Copies of the organization papers of the corporation its By-Laws, and any amendments thereto, and the record books of the Association shall be preserved in a place of safekeeping. 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 or the Secretary or by those acting in their places.
- Section 7. Thirty (30) days before the date established for the annual meeting, the Board of Directors shall deliver or mail an annual operating report to the members to be acted upon at the annual meeting.

Established 1958. revised 1963,1972, 1978. 1981. 1993. 2004, 2008, 2010, 2018