

BY-LAWS  
OF  
TYSONS-BRIAR, INC. T/A THE CARDINAL HILL  
SWIM & RACQUET CLUB

ARTICLE I

NAME

The name of this corporation shall be Tysons-Briar, Inc. trading as The Cardinal Hill Swim and Racquet Club hereinafter referred to as "the Club."

ARTICLE II

The purpose for which the Club is formed is to furnish swimming facilities and additional appropriate recreational facilities for members of the Club and their families, such facilities to be operated exclusively for pleasure, recreation and other nonprofitable purposes. No part of the net earnings of the Club may inure to the individual benefit of any member.

ARTICLE III

Section 1. Maximum number of members. The total number of memberships in the Club shall be limited to a maximum of 625. Of the 625, 600 are considered as voting members as defined in the bylaws. The remaining 25 memberships are considered to be a special category of Senior Membership. There will be no membership fee associated with these Senior Memberships and the normal rights and privileges of membership will not be associated with this category. The issuance and use of Senior Memberships will be established and executed under separate Board policy.

Section 2. Application for membership. Application for Membership shall be made in writing on forms designated by the Board of Directors. Each application shall be approved by the Board of Directors or a committee thereof authorized to approve applications pursuant to such procedure as the Board shall establish.

After the maximum authorized number of memberships has been issued, applications for membership will be placed in a file to be maintained by the Board of Directors. This file shall be used in considering applicants in the event that outstanding memberships are redeemed by the Club or in the event that an increase in the total authorized number of memberships is authorized by amendment to these By-Laws.

The Board of Directors may, in its discretion, give preference in issuing memberships to a purchaser of the home of a member of the Club. A member who sells his home and who desired to obtain for the purchaser thereof the benefit of his membership may request such consideration in writing from the Board of Directors.

Section 3. Membership fees. Fees to be charged for membership shall be established from time to time by the Board of Directors with due regard for the financial needs of the Club and the demand for such memberships.

Section 4. Issuance of memberships. Memberships shall be issued to one adult member of a family unit, and this membership shall entitle all persons in the family unit to utilize the Club's facilities as long as such membership shall remain in good standing. A family unit is defined as all persons of the same immediate family who permanently reside in the same housing unit. The Board of Directors may, upon application of any member, determine whether, in the discretion of the Board, a particular person is to be considered within the family unit.

Section 5. Eligibility for membership. Eligibility for membership shall be determined at the sole discretion and pleasure of the Board of Directors or a committee thereof authorized to approve new members. The determination of the Board of Directors, or a committee of the Board authorized to approve members, shall be binding on all persons concerned.

Section 6. Memberships in good standing. Memberships shall be considered in good standing so long as all fees and dues are paid in the manner prescribed herein and so long as persons entitled to use of the Club's facilities under such membership comply with the established rules and regulations of the Club.

Section 7. Redemption of membership. In the event that a member in good standing shall cease to reside in the area, the Club shall redeem such membership upon request of such member. If, at such time the Club shall have attained its maximum authorized membership and if there shall then be an applicant or applicants for membership who desire to purchase a membership at the current fee established by the Board of Directors, the Club shall redeem the tendered membership at the current fee; otherwise the tendered membership shall be redeemed at the fee paid therefore by the member tending it.

No membership owned by a person who continues to be a resident of the area shall be redeemed, except in the event of expulsion as herein-after provided, unless the Club shall have attained the maximum authorized membership herein specified and there is an applicant or applicants for membership who desire to purchase a membership.

Notwithstanding the restriction cited above, the Board of Directors may, at its sole discretion, re-purchase tendered

memberships at the original price paid by the member requesting withdrawal from the Club.

Section 8. Lessees of members. In the event that a member in good standing shall desire to permit the lessee of his home to use his membership temporarily, he shall make application to the Board of Directors. If the Board of Directors shall find the lessee acceptable for membership, it may authorize the use of such membership by the lessee. The lessee, and persons in the lessee's family unit, shall thereupon, and upon payment of all annual dues, be entitled to use the facilities of the Club. Such membership shall, however, remain in the name of the lessor, and the lessee shall not be entitled to vote in the proceeding of the Club.

Section 9. Inactive memberships. In the event that a member shall cease temporarily to reside in the area, shall not desire to permit the use of his membership by a lessee, and shall desire to retain such membership, he may apply in writing to the Board of Directors to be placed in an inactive status. Members so placed in an inactive status shall be excused from the payment of annual dues and shall not be entitled to vote in proceedings of the Club. Resumption of active status may be obtained by payment of annual dues for the year of resumption. Transfer to inactive status will be approved by the Board of Directors only in the event that the Board shall find that the financial affairs of the corporation permit such transfer without detriment to other members.

Section 10. Expulsion and suspension. Membership privileges of members who do not comply with the rules and regulations promulgated by or under authority of the Board of Directors shall be subject to the penalties (suspension or expulsion) set forth in such rules and regulations. The Board of Directors may authorize the Pool Manager to suspend the membership privileges of any individual for a period not exceeding seven days as a disciplinary measure provided for in the pool regulations. An officer of the Board of Directors may suspend membership privileges of any individual for a period up to 30 days for due cause. Membership privileges may be suspended for a longer period of time, or a member expelled, or any individual entitled to use the facilities of the Club permanently denied such entitlement, for due cause and after having been granted an opportunity for a hearing before the Board of Directors. Expulsion of a member or permanent denial of an individual's use of the facilities of the Club shall be effective upon the affirmative vote of at least seven Directors. Due cause for suspension, expulsion of a member or permanent denial of the individual's privileges shall consist of a violation of these By-Laws, or the rules or regulations of the Club, or conduct detrimental to its members.

Failure to pay annual dues or assessments in full will cause membership privileges to be suspended until such dues or assessments are paid, together with such penalty for late payment as may be prescribed by the Board of Directors. Failure to pay annual dues in

full within four months after due shall be grounds for expulsion of the member.

In case of expulsion of a member, the Club shall redeem such membership in the manner provided in Section 7 of this Article.

A member once expelled by the Board of Directors may be reinstated by a majority vote of the members at a duly called annual or special meeting, after an opportunity to be heard has been granted to the former member and to a representative of the Board of Direct

Section 11. Guests. Guests of members shall be admitted to the use of facilities of the Club pursuant to the By-Laws and the rules and regulations promulgated from time to time by the Board of Directors. Rules respecting guest privileges shall be promulgated annually by the Board of Directors as a part of the annual Pool Regulations .

#### ARTICLE IV

##### DIRECTORS

Section 1. Number of Directors. The affairs of the Club shall be managed by a Board of Directors composed of twelve members.

Section 2 . Qualifications. Directors shall be adult members in good standing and shall be elected by plurality vote at the annual meeting of the members.

Section 3. Initial Board of Directors; tenure . An initial board of twelve directors shall be designated by the incorporation, four of whom shall serve one year, four of whom shall serve for two years, and four of whom shall serve for three years. The initial Directors shall organize themselves as to the tenure of each Director. Thereafter, at each annual meeting of the members other than the first annual meeting, four Directors shall be elected to serve for a term of three years.

Section 4. Nominating Committee. A nominating committee shall be appointed by the President subject to the approval of the Board of Directors at least sixty (60) days prior to the annual meeting. This Committee shall consist of at least five (5) members and shall nominate a slate of not less than the number of Directors to be elected. Additional nominations may be presented at the annual meeting by any member entitled to vote.

Section 5. Vacancies. Vacancies occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. Any Director so elected shall serve until the next annual meeting, at which time an additional Director shall be elected to serve for the remaining unexpired term, if any, of the Director originally replaced.

If a Director fails to attend three consecutive meetings of the Board or otherwise fails to perform any of the duties devolving upon him as a Director, his office may be declared vacant by the Board and the vacancy filled as herein provided.

## ARTICLE V MEETINGS

### OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of the Club shall be held in January of each year at such place within Fairfax County, Virginia, and at such time as the Board of Directors shall designate.

Section 2. Special meetings. Special meetings may be called at any time by the President or by the Board of Directors and shall be called by the Board within thirty (30) days of the receipt of a written request therefor of not fewer than thirty-five (35) members of the Club or ten percent (10%) of the total members of the Club, whichever is the greater number.

Section 3. Notice. Written notice stating the place, day and hour of a meeting of members shall be delivered by the Secretary not less than ten (10) days nor more than fifty (50) days before the date of any meeting of members, either personally or by mail, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the Club, with postage thereon prepaid. The notice so given for any special meeting shall state the purpose for which it is called, and no other business shall be transacted at such meeting.

Section 4. Quorum. At any meeting of members, thirty-five (35) members or ten percent (10) of the total membership of the Club, whichever is less, entitled to vote and represented in person or by proxy, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the statutes of the Commonwealth of Virginia, the Articles of Incorporation, or these By-Laws.

Section 5. Voting. Each member in good standing of the Club shall be entitled to vote at any annual or special meeting. This vote may be cast in person by the person in whose name the membership is issued or by proxy held and exercised by any other adult member of the same family unit or a member of the Board of Directors.

Robert's Rules of Order, Revised, shall govern all proceedings of the Corporation, except where provided otherwise by the By-Laws.

## ARTICLE VI

## OFFICERS

Section 1. Officers elected. The Officers of the Club shall be a President, Vice-President, Treasurer and Secretary, and such other officers and assistant officers as shall be determined by the Board of Directors, all of whom shall be elected by the Board of Directors from among their own number. Officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the members and shall hold office for a term of one year or until their successors are elected and qualified.

Section 2. Limitation. No person shall hold more than one office at one time.

Section 3. President. The President shall:

(a) Preside at all meetings of the members and at all meeting of the Board of Directors.

(b) Act as principal executive officer for the Club in connection with all business authorized by the Board of Directors and together with the Secretary or any Assistant Secretary, sign all official contracts, agreements, authorizations and applications pertaining to the business of the Club. The president with the affirmation of the Board of Directors may delegate authority to sign all above noted instruments to members of the Board of Directors.

(c) Direct and supervise all employees of the Club. This authority may be delegated to one of the committees appointed pursuant to Article VIII, Section 1. Appointment, discharge and compensation paid to employees of the Club shall be subject to the approval of the Board of Directors, however.

(d) Sign checks, as provided in Article X, for the disbursement of funds of the Club.

Section 4. Vice-President. The Vice-President shall have and exercise all the powers, authority and duties of the President during the absence or disability of the latter, and shall have such powers and perform such duties as may be delegated to him by the President.

The Vice-President is authorized to sign checks, as provided in Article X, for disbursement of the funds of the Club.

Section 5. Treasurer. The Treasurer shall:

(a) Have custody of all funds and financial records of the Club, subject to such limitations and control as may be imposed by the Board of Directors.

(b) Have authority to sign checks for the disbursement of the funds of the Club, as provided in Article X.

- (c) Collect revenues payable to the Club.
- (d) Provide and maintain full and complete records of all the assets and liabilities of the Club.
- (e) Prepare and submit to the Board of Directors such financial statements as the Board of Directors shall designate.
- (f) Prepare such financial reports and tax returns as are required by law.

Section 6. Secretary. The Secretary shall:

- (a) Prepare and maintain full records of meetings of the Board of Directors and of meetings of members, including complete returns of all elections conducted in such meetings.
- (b) Give or cause to be given, in the manner herein prescribed, proper notice of all meetings of the members.
- (c) Keep membership records and prepare membership certificates for issuance to new members.
- (d) Together with the President sign all official contracts, agreements, authorizations, and applications pertaining to the Club's business and cause to be affixed thereto the corporate seal, and maintain custody of the seal.
- (e) Maintain a file of all correspondence of the Club.

Section 7. Other Duties. In addition to the specific enumerated duties of officers as prescribed herein, any officer shall perform such duties as customarily appertain to his office or as he may be directed to perform by resolution of the Board of Directors.

Section 8. Temporary or Additional Officers. When any officer is absent, disqualified or otherwise unable to perform the duties of his office, the Board of Directors may designate another member of the Board to act temporarily in his place. The Board of Directors shall designate by resolution the duties of any additional officers or assistant officers appointed by it.

Section 9. Removal. Any director or officer of the Corporation may be removed from office by the affirmative vote of two-thirds of the members present at a regular or special meeting of the membership called for the purpose, but only after the opportunity has been given him to be heard. Any officer of the Corporation may be removed from office by the affirmative vote of two-thirds of the Directors present at a regular or special meeting of the Board, but only after opportunity has been given him to be heard. Such officer may be reinstated for the remainder of his term by a vote of a majority of the members present at a special meeting of the membership.

Section 10. Compensation. All officers of the Club shall serve without compensation.

## ARTICLE VII

### MEETINGS AND DUTIES OF DIRECTORS

Section 1. Meetings. The Board of Directors shall meet at least once a month from April to September of each year. The President may call special meetings of the Board at any time. A special meeting shall also be called at the request of any three (3) Directors. The time and place within Fairfax County, Virginia, of each meeting shall be fixed by the President. In the absence of the President and Vice-President from any meeting, the President may appoint a Director to act as chairman.

Section 2. Quorum. For any meeting of the Board of Directors, seven (7) Directors shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where the action of a greater number of Directors is required by these By-Laws.

Section 3. Notice. Notice of each meeting of Directors shall be given in such manner as the Directors shall by resolution provide. No notice of the purpose of any regular or special meeting of the Board of Directors shall be required to be given.

Section 4. Duties. The Board of Directors shall exercise general direction and control of the affairs of the Club. The authority of the Board of Directors shall extend to, but not be limited to, such actions as:

- (a) Transacting the general business of the Club, including but not limited to, the construction, expansion, maintenance, and repair of the facilities;
- (b) Establishing membership fees, guest fees, and annual dues;
- (c) Establishing, publishing and enforcing rules for the use of the facilities of the Club;
- (d) Accepting or rejecting proposed members by secret ballot;
- (e) Employing the services of pool management firms and/or employing, discharging, fixing the compensation of and prescribing the duties of such employees as they deem necessary;
- (f) Fixing the amount and character of, and approving surety bonds required of any persons handling or having custody of the Club's funds;
- (g) Electing and removing from office of officers, as herein provided;

(h) Authorizing the incurring of obligations and the payment of such obligations;

(i) Electing directors to fill vacancies as herein provided;

(j) Preparing and submitting to each annual meeting of members a financial report of the affairs of the Club;

(k) Providing for competent audit of the Club's books and records at least once a year

(l) Selecting depositories and investments for funds of the Club, subject to the limitations herein provided;

(m) Adopting or amending By-Laws of the Club to the extent authorized in the Articles of Incorporation and as hereinafter provided.

Section 5. Limitation. The Board of Directors shall have no authority to sell, rent, lease, grant easements other than those necessary to secure utility service, or otherwise dispose of or encumber the real property of the Club without a majority vote of the members of the Club present and voting at a meeting of members, the notice of which announced that such business would come before the meeting. The Board of Directors may however, if necessary, mortgage the real property of the Club for the purpose of raising funds for construction, operation or expansion in accordance with the purposes for which the Club was organized.

## ARTICLE VIII

### COMMITTEES

Section 1. Committee Exercising Authority of Board. The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate one or more committees each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors, except as limited by the statutes of the Commonwealth of Virginia, the Articles of Incorporation, or these By-Laws. These committees will include operations, membership, engineering and maintenance and finance.

Section 2. Other Committees. Other committees with limited authority may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

## ARTICLE IX

### ANNUAL DUES

Section 1. Establishment. The Board of Directors shall, prior

to the commencement of the annual recreation season, establish and communicate to the membership a schedule of annual dues.

Section 2. Payment. Annual dues shall be due and payable pursuant to such schedules as shall be established by the Board of Directors.

Sections. Penalties. Penalties for late payment or non-payment of annual dues shall be imposed by the Board of Directors as provided in Section 10. of Article III.

## ARTICLE X

### FINANCES

Section 1. Annual Budget. The Board of Directors shall approve and authorize an annual budget for the operations of the Club, including any necessary supplements and amendments thereto.

Section 2. Approval of Expenditures. Any expenditures or obligation, other than from the petty cash fund hereinafter authorized, shall require approval of the Board of Directors, evidenced by resolution duly entered into the minutes of the meeting or by the annual budget or supplements and amendments thereto.

Section 3. Disbursements. All disbursements of funds of the Club shall be made by checks signed by any two of the following: President, Vice-President, Treasurer, and Business Manager provided, however, that the Board of Directors may by resolution provide for the establishment of a petty cash fund not to exceed \$100 for postage and other expenses of the Club which do not exceed \$50 per item. The Board of Directors may authorize the appointment of an Assistant Treasurer who shall be authorized to sign checks in the absence of the Treasurer.

Section 4. Bonding. The Board of Directors shall secure the faithful performance of the Treasurer, Business Manager, and the Assistant Treasurer if appointed, by means of an adequate fidelity bond, the premiums for which shall be paid from funds of the Club.

Section 5. Investment or Deposit of Funds. All funds of the Club shall be deposited promptly after receipt in an institution designated by the Board of Directors, the deposits of which are insured by an instrumentality of the Federal Government, or invested in obligations of the United States Government. No funds of the Club shall be invested in any manner or lent to any person whomsoever.

Section 6. Audit. The accounts of the Club shall be audited at least annually in a manner designated by the Board of Directors.

## ARTICLE XI

## BY-LAWS

Section 1. Effective Date. These By-Laws shall become effective immediately upon approval by the Board of Directors and shall remain in effect until amended or repealed in the manner hereinafter provided.

Section 2. Amendment. These By-Laws may be amended as follows:

(a) Proposed amendments may be originated by the Board of Directors or by petition signed by thirty-five (35) members or ten percent (10%) of the total membership, whichever is greater.

(b) All proposed amendments originating by petition must be submitted to the Board of Directors by December 1, if they are to be considered at the regularly scheduled annual meeting. All proposed amendments originating by petition must be submitted to the Board of Directors not less than thirty days prior to any special meeting if they are to be considered at the next scheduled special meeting.

(c) A copy of all proposed amendments shall be mailed to each member not less than fourteen (14) days prior to the meeting of members at which such amendments are to be considered. The Board of Directors shall indicate its recommendation, comment on such proposed amendments at such length as it shall deem necessary. Any one proponent of an amendment by petition shall be entitled to include a statement with respect to such proposed amendment, not to exceed five hundred words in length for each article proposed to be amended.

(d) The affirmative vote of two-thirds (2/3) of the members voting and in good standing shall be effective for the adoption of any proposed amendment.

(e) Voting on proposed amendments may, at the discretion of the Board of Directors, be conducted by mail.

Section 3. Interim Amendments. Notwithstanding any other provision of these By-Laws, the Board of Directors may amend these By-Laws by the affirmative vote of eight (8) Directors. Such amendments shall remain in effect for all purposes unless rejected by two-thirds (2/3) of the members voting and in good standing at the next annual meeting of members.

Section 4. Copies. Copies of these By-Laws shall be made available to all members.

## ARTICLE XII

SEAL

The corporate seal of the Club shall have inscribed thereon the name of the Club, the year of its organization, and the words "Corporate Seal, Virginia."

BY-LAW AMENDMENTS

The following articles were amended by the membership at the Annual Meeting, October 22, 1968:

Article IV, Section 1  
Article IV, Section 3  
Article V, Section 5  
Article VII, Section 2

The following articles were amended by the membership at the Annual Meeting, October 28, 1969:

Article V, Section 1  
Article XI, Section 2

The following articles were amended by the membership at the Annual Meeting, January 17, 1979:

Article III, Section 9  
Article V, Section 1

The following articles were amended by the membership at the Annual Meeting, January 19, 1989

Article III, Section 10  
Article VI, Section 3  
Article VI, Section 6  
Article X, Section 3  
Article X, Section 4  
Article X, Section 5

The following article was amended by the Board of Directors at the September 14, 1993 meeting;

Article III, Section 10, paragraph 2

The following article was amended by the Board of Directors at the July 23, 1996 meeting:

Article III, Section 1