

BY-LAWS

BY-LAWS OF THE DONALDSON RUN RECREATION ASSOCIATION, INCORPORATED

Revised December 2011

Note: If you have any questions or comments about the By-laws, please contact an officer or director.

Article I. GENERAL

Section 01 Name. The name of the corporation is the Donaldson Run Recreation Association, Incorporated.

Section 02 Purpose. The Corporation is formed to promote the health and general welfare of its members and in pursuance thereof to develop, operate, maintain and manage a swimming pool and other social and recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, in the Donaldson Run area in the County of Arlington and State of Virginia.

Section 03 Special Rules. To further this purpose it is understood that:

- (a) Children. Children will be permitted to use the facilities of the Corporation on the basis of their own membership or the membership of adults;
- (b) Alcoholic Beverages. No alcoholic beverages will be served or permitted to be consumed on any premises under control of the Corporation, except beer and wine at functions which are limited to adults and approved in advance by the Board of Directors;
- (c) Dining and Dancing. No dining and dancing facilities (except facilities for light refreshment) will be provided on any premises under control of the Corporation; and
- (d) Independence of Corporation. The Corporation shall not be controlled by or under common control with any other organization.

Article II. MANAGEMENT

Section 01 Management of Corporation. The Corporation shall be managed by the Board of Directors of 18 members, including the officers set forth in Section 2 of this Article. All members of the Board shall be at all times members in good standing (as defined in Article VI, Section 13) of the Association and shall be chosen as provided herein.

Section 02 Officers. The officers of the Corporation are a president, a vice president, a recording secretary, a corresponding secretary, a parliamentarian and a treasurer. The officers are also directors. Officers are elected at the annual meeting of the membership for a term not to exceed one year, to serve until removed, or until the next annual meeting of the membership.

Section 03 Directors. (a) There are twelve directors in addition to the officers. Directors are elected at the annual meeting of the membership for terms not to exceed two years. Six (6) directors are elected each year. (b) In addition, the Board of Directors may elect to the Board of Directors for one year terms (1) a representative of DRRRA's swim team and (2) a representative of DRRRA's Dive Team. Any director appointed under this subsection shall serve as a non-voting member of the Board of Directors.

Section 04 Elections. The election of officers and directors is by voice or written ballot. One vote may be cast by each membership, in accordance with Article VI, Section 8, for each position to be filled.

Section 05 Vacancies. The Board of Directors shall fill vacancies of any position, officers or directors, by majority vote of the full Board, and such person shall hold the position until the next annual meeting or special meeting. Any officer chosen hereunder shall be from the members of the Board elected by the membership.

Section 06 Officers or Directors Who Cease to be Members. The term of an officer or director shall be terminated by resolution of the Board of Directors when the officer or director ceases to be a member in good standing (as defined in Article VI, Section 13).

Section 07 Removal from Office by Board of Directors. If an officer or director fails to attend three consecutive meetings of the Board, or otherwise fails to perform his duties and obligations to the Corporation, his office may be declared vacant by a two-thirds vote of the full Board of Directors and filled as provided in Article II, Section 5.

Section 08 Removal from Office by Membership. Any director or officer may be removed from office by a two-thirds majority of the votes cast at an annual or special meeting. Any vacancy so created shall be filled as provided in Article II, Section 5.

Article III. DUTIES OF OFFICERS

Section 01 President. The President shall preside over all meetings of the directors and members. He shall perform such other duties as customarily pertain to the office of President, or as he may be directed to perform by resolution of the Board of Directors.

Section 02 Vice President. The Vice President shall have all the powers, authority, and duties of the President during the absence of the latter, or in his inability to act. In addition, he shall perform duties assigned him by the President or the Board of Directors.

Section 03 Treasurer. The Treasurer shall have custody of all funds, securities and fiscal papers of the Corporation. He shall supervise the collection of the revenues of the Corporation and pay its bills as authorized by the Board of Directors. He shall maintain full and complete records of all the assets and liabilities of the Corporation. He shall prepare and submit at each annual membership meeting a financial statement of the condition of the Corporation as of the last day of October. He shall prepare such tax reports and returns as local, state and federal agencies may require.

Section 04 Recording Secretary. The Recording Secretary shall countersign all certificates of membership. The Recording Secretary shall maintain accurate lists of members, committees, Directors and Officers. He shall have custody of the corporate seal and all books, records, and papers except those in the possession of the Treasurer. He shall also keep minutes of members' and Directors' meetings and shall give required notice of all meetings. Minutes of all meetings shall be signed by the Recording Secretary or by an authorized person acting in his stead.

Section 05 Corresponding Secretary. The corresponding secretary is responsible for the preparation of correspondence and mailings for the Corporation, and other duties as assigned by the President or Board of Directors.

Section 06 Parliamentarian. The parliamentarian shall assist in the interpretation of the bylaws, shall serve as historian, and shall perform other duties as assigned by the President or Board of Directors.

Section 07 Service Is Voluntary. Officers and Directors shall serve without pay except to be reimbursed for expenditures authorized on behalf of the Corporation.

Article IV. DUTIES & MEETINGS OF THE BOARD OF DIRECTORS

Section 01 Meetings. The Board of Directors shall meet each month except, when by majority vote, the Board decides a stated meeting may be eliminated. Special meetings may be called by the President. Upon the request of any five Directors the President shall call a special meeting. Members of the Board shall be granted a minimum of 12 hours notice of any Board of Directors' special meeting. Nine constitute a quorum for all meetings. All meetings of the Board of Directors shall be at a time and place convenient to the Directors.

Section 02 Special Meetings Requested by Membership. A special meeting of the Board of Directors shall be called by the President within five days after receipt of a written request of fifty (50) voting members of the Corporation that a special meeting be called to consider matters pertinent to the Corporation, such matters to be specified in the request and presented to the Board at the special meeting by a reasonable number of representatives of the petitioning members.

Section 03 Duties of the Board of Directors. The duties of the Board of Directors are to control and manage the business of the Corporation subject to provisions of applicable laws, the Articles of Incorporation and these By-laws. Such duties and authority include, but are not limited to, such action as:

Management and Operation of the Property

- (a) Pool Season. Determining the opening and closing dates of the swimming pool and any other facilities of the Corporation.
- (b) Rules. Publishing and enforcing reasonable rules for the use of the Corporation's property and facilities.
- (c) Guests. Adopting rules concerning the admission of guests and the charges, if any, to be levied upon members who invite such guests.
- (d) Short-Term Lending of Facilities. Making the facilities of the Corporation available to persons, groups, or organizations for limited periods of time, and under such terms and conditions as it deems proper, if, in the opinion of a majority of the Board of Directors, such use will be to the benefit of the Corporation and the community.

Financial Planning and Management

- (e) Obligations. Authorizing the incurring of obligations and the payments of such obligations, provided that no capital improvements may be authorized in excess of an aggregate of \$50,000.00 in any fiscal year, without the prior authorization of the members at any annual or special meeting.
- (f) Plan for Replacement of Depreciable Property. Determining reasonable rates of depreciation and adopting a reasonable plan for replacement of depreciable assets.
- (g) Financial Report. Submitting to the members a financial report not later than ten days prior to the annual meeting.
- (h) Budget. Preparing and approving an annual budget. However, if the proposed annual budget for the next year exceeds that of the year immediately past by more than 10%, the budget shall be submitted for approval to the membership at a meeting called for the purpose by the President.
- (i) Audit. Providing for a competent annual audit of the Corporation's books, as provided by Article VIII, Section 7.
- (j) Capital contribution. Establish the amount of capital contribution required for membership in the Association. For refund of capital contributions, see Article VI Section 10-a.
- (k) Capital improvement fund. Ensure that deposits into the capital contribution fund are made as required by Article VIII, Section 10.

Membership

- (l) New Members. Accepting or rejecting proposed members.
- (m) Honorary Members. Determining the terms and conditions on which honorary membership as provided in Article VI, Section 2(g) may be extended to (i) clergy and their families serving churches located in the basic area as defined in Article XI, Section 3; and (ii) to current employees of the pool and their families.

- (n) Fees. Establishing reasonable fees for processing membership or privileges of membership, including summer dues, inactive and absentee dues.
- (o) Dues. Establishing annual dues and penalties for non-payment.
- (p) Membership Shares. Reviewing from time to time and not less frequently than every three years the price of membership shares.
- (q) Employees
- (r) Hiring. With power of delegation to the appropriate committee or the pool manager, the hiring and termination of the services of any person, persons, or organization employed by the Corporation.
- (s) Membership Coordinator and Assistant Treasurer. If deemed necessary by the Board, creating the positions of Membership Coordinator and/or Assistant Treasurer, and appointing one or more persons, who need not be members of the Association, to such positions with pay if required.

Vacancies

- (t) Vacancies. Electing Officers and Directors to fill vacancies until their successors are elected by the members as provided in Article II, Section 5.

Article V. COMMITTEES

Section 01 Establishment. The Board of Directors may establish such standing and special committees as may be deemed desirable or necessary to conduct the activities of the Corporation. The responsibility and authority of each committee shall be established by resolution of the Board of Directors.

Section 02 Membership. The Chairperson and the members of all committees shall be appointed by the President and subject to confirmation of the Board of Directors. All committee chairpersons shall be members of the Board of Directors.

Section 03 Nominating Committee. Not later than 60 days prior to the annual meeting of the membership, the President shall appoint a nominating committee to provide a slate of officers and directors for presentation to the membership prior to the annual meeting. A majority of the members of the committee shall not be directors or officers.

Article VI. MEMBERS AND MEMBERSHIP

Section 01 Residence in Donaldson Run Area. Membership in the Corporation is limited to persons maintaining a residence within the Donaldson Run Recreation Association basic area as defined in Article XI, Section 3. Applications from persons residing outside the area may be approved within the maximum membership limitation, provided priority at all times is given to applications from applicants residing in the area.

Section 02 Categories of Membership.

- (a) Voting Membership. A voting member is that person in whose name the membership is held in the records of the Corporation
- (b) Associate Membership. Associate members are entitled to use the facilities of the Corporation through the membership of the voting member. Associate members are:
 - (i) Members of the voting member's family. The term "family" is defined as all persons residing at the address of the voting member and either related to each other by blood or marriage or having co-ownership of residence at the address of the voting member.
 - (ii) Persons, other than guests, in residence at the address of the voting member, not included in (i) above who are specifically approved by the Board of Directors.
 - (iii) Upon termination of the voting member's membership, all associated memberships thereunder are automatically terminated.
- (c) Absentee Membership. Upon written application to the Board of Directors submitted by the voting member who is or will be absent from the Metropolitan area, the Board of Directors may grant an absentee voting membership for a specific year, or series of years, upon payment of an absentee membership fee to be determined annually by the Board. Payment of said fee entitles the absentee voting member to exemption of payment of dues for those years. The voting member, and all associate members thereunder, may not exercise any privileges of membership, except voting, during

this period.

- (d) Inactive Membership. Upon written application to the Board of Directors submitted by the voting member, the Board of Directors may grant an inactive membership for the year in which the request is made. The inactive voting member, and all associate members thereunder, may not exercise any privileges of membership, except voting, during this period. Payment of an inactive membership fee, to be determined annually by the Board of Directors, entitles the inactive voting member to an exemption of payment of regular dues for that year.
- (e) Special Category Membership. The Board of Directors may grant, to an applicant on the waiting list for membership in the Association, special category membership for a fee not less than \$370.00. Special category membership entitles the applicant and his family to use of the Association's facilities during that summer season in the same manner and under the same rules applying to members, except that no membership rights of any kind are conferred by the granting of special category membership. The number of special category memberships shall be determined by the Board of Directors each year. Any person who has declined an offer of membership in the Association may not subsequently be granted special category membership. Persons on the waiting list who are offered the opportunity to swim under this provision but who do not pay the required fees by the due date stated in the offer (1) may not swim during that swim season, and (2) lose their place on the waiting list unless they pay, not later than 30 days after the due date stated in the offer, an amount equal to the fee charged to members who are inactive under Article VI, Sec. 2 (d). The Board may grant exceptions to (1) and (2) in appropriate situations.
- (f) August/September Special Category Membership. The Board of Directors may grant an August/September special category membership to an applicant on the waiting list for membership, for a fee not less than \$250.00. August/ September special category membership entitles the applicant and the applicant's family to the same benefits and restrictions as special category membership under Article VI, Section 2(e), except that August/September special category membership begins on August 1 and ends at the end of the swim season. The number of August/September special category memberships shall be determined by the Board of Directors each year. The Board of Directors may also allow children who are members of the family of August/ September special category members to participate in morning swim and diving team practices and developmental meets.
- (g) Honorary Membership. Honorary memberships may be granted to practicing members of the clergy and their families, if serving churches located in the basic Donaldson Run area as defined in Article XI, Section 3. Honorary memberships may also be granted to current employees of the pool and their families. Honorary memberships for members of the clergy and current employees may be granted or terminated without recourse under such terms and conditions as the Board of Directors prescribes.

Section 03 Privileges of Membership.

- (a) Use of facilities. All voting and associate members may use the facilities of the Corporation, subject to rules and regulations adopted by the Board of Directors.
- (b) Suspension of Use of Facilities.
 - (i) Failure to Pay Dues. No member or associate member may use the Association's facilities until dues, together with any late payment penalties, have been paid. If dues are not paid by April 30, pool membership privileges may be suspended for the season.
 - (ii) Violation of Rules. Use of the facilities may be suspended for individual members for breach of rules and regulations duly promulgated by the Board of Directors.
 - (iii) Failure to Leave Facilities When Asked. Use of the facilities may be suspended for any member or other person using the facilities of the Association for failure to comply with the request of the manager of the facilities, or of another person authorized to act in his behalf, to leave the premises of the Corporation because of breach of rules or regulations governing the use thereof.
- (c) Procedure for Suspension for More than Seven Days. Suspension of privileges for more than seven consecutive calendar days may be done only by action of the Board of Directors or by the committee empowered by the Board to suspend privileges. Suspension of privileges for more than seven consecutive days may be appealed to the Board of Directors by giving the President a written request for such action, in which event the President shall call a special meeting of the Board for that purpose within seven days of the receipt thereof. The applicant and others directly interested shall be given opportunity to be heard at this meeting. The action of the Board of Directors is final.

Section 04 Number of Voting Members. The total number of voting members is limited to 600.

Section 05 Application for Membership. Applications for membership are submitted to the Membership Coordinator. The required processing fee must accompany the application. Applicants will be placed on a waiting list. Priority shall be given to those residing within the basic area of the Association.

Section 06 Admission to Membership. An applicant is admitted to membership by the affirmative vote of a majority of the Board of Directors, subject to payment of the current membership fee, together with a processing fee in an amount to be determined by the Board. Actions by the Board on applications for membership shall not be final for 30 days, during which period a petition may be filed by 50 or more voting members to request a review of the Board action. If 50 voting members file a petition in protest of a Board action on an application for membership within 30 days, the Board action shall be placed before the membership at the next general or special meeting. At such meeting a majority vote will be requested to ratify an approval, or to approve a rejected application.

Section 07 Certificates of Membership. Certificates of membership are issued in the name of the voting member, in the form prescribed by the Board of Directors, and are consecutively numbered. Certificates of Membership are signed by the President and countersigned by the Recording Secretary. The certificate of membership is not transferable. It is not conclusive evidence of the existence of membership; the permanent records of the Corporation determine membership. Upon termination of membership, the certificate shall be surrendered or declared void by action of the Board of Directors.

Section 08 Voting a Membership. Each membership is entitled to one vote, to be exercised by the voting member, or, in the absence of the voting member, by an adult associate member of that person. The voting member, or, in the member's absence, an adult associate member of that person, may give a written proxy to cast the vote of the membership to any adult person who is a voting member or associate member or to an adult person who is the transferee of privileges under Article VI, Section 11.

Section 09 Transfer of Membership to an Associate Member in the Members' Family

- (a) Upon written application to the Board of Directors submitted by the voting member or, in the case of death of the voting member, by an adult associate member thereunder, the Board of Directors may transfer the voting membership to an adult associate member thereunder, and a new certificate bearing the same number shall be issued.
- (b) A voting member or surviving adult thereunder may make written application under section 9(a) to transfer the voting membership to an adult son or daughter of the voting member who lives within the basic area as defined in Article XI, Section 3. In the event of the death of the voting member, if there are no surviving adult associate members thereunder, the application may be made by a surviving adult son or daughter of the voting member living within the basic area so defined.

Section 10 Termination of Membership.

- (a) Voluntary Termination. A voting member may voluntarily terminate membership by giving written notification to the President for action by the Board of Directors. Termination of membership shall entitle the voting member to repayment of such member's original membership fee, minus all amounts due the Corporation; provided, however, payment will not be made until the cash assets of the Corporation are adequate and payment thereof will not, in the opinion of the Board, jeopardize the financial stability of the Corporation. Upon notification by either the voting member or such member's spouse at the time of a voluntary termination of membership that the spouses have divorced or separated, the capital contribution repayment may be made one-half to the voting member and one-half to such member's spouse unless the Corporation is instructed to repay the capital contribution in a different manner by letters from, and agreed to by, each spouse.
- (b) Expulsion of Members. Any member may be expelled as a member of the Corporation for acts and conduct prejudicial to the best interest of the Corporation and members thereof. Any member may be removed from membership by a two-thirds vote of the Board of Directors. However, such member shall first be served with written notice of the accusations against him and shall be given an opportunity to produce witnesses, if any, and to be heard at the Board meeting at which such vote is taken. If 50 voting members file a petition in protest of the Board action within 30 days, the Board action will be placed before the membership at the next general or special meeting. At that meeting a majority of the votes cast will be required to ratify the action. When the membership is so terminated, the former member shall be entitled to payment of an amount in the same manner and under the same conditions as though the membership were voluntarily terminated under

subsection 10(a) of this section.

- (c) **Members Who Move Out of the Corporation's Basic Membership Area.** As of June 13, 1993, any voting member who changes residence and whose new residence is not in the Corporation's basic area of the Association, defined in Article XI, Section 3, shall be considered to have applied for voluntary termination of membership as provided in subsection (a) of this section. However, this does not apply if (1) the absence from the area is under circumstances in which an absentee membership is granted by the Board of Directors under Article VI, Section 2(c), or (2) the departing voting member who is moving out of the basic area but remaining in North Arlington (in Arlington north of Arlington Boulevard) makes a written application to the Board of Directors for an extension of membership (a) for the remainder of the summer in which such voting member changes such member's residence or (b) for an unlimited period of time if the departing voting member is 63 years of age or over. If an adult associate member who is or was the spouse of the departing or departed voting member submits a written application to the Board of Directors in which the adult associate member requests that the Board of Directors transfer the membership to such adult associate member and represents that such adult associate member still resides in the Corporation's basic area, as defined in Article XI, Section 3, the Board of Directors may transfer the voting membership to such associate member.

Section 11 Temporary Transfer of Privileges of Membership to Tenant. The privileges of membership, except voting rights, may be temporarily transferred by a voting member moving from the Metropolitan area to the tenant of the member's home as shown on the records of the Corporation if (a) the absentee membership fee prescribed by Article VI, Section 02 is paid, as well as an annual assessment equal to the special category membership fee is paid, and (b) the tenant is approved by the Board as though the tenant were being considered for membership. The voting member and all associate members thereunder may not exercise any privileges of membership except voting while such transfer is in effect. This section applies to members (or their spouses) as of January 24, 1990. For persons who become members after January 24, 1990, it applies only to renters who are current or former members of the voting member's family, as defined in Article VI, Section 2(b)-1.

Section 12 Priority Consideration for Membership for Purchasers or Tenants of a Member's Residence. Memberships are not transferable. However, a member residing in the basic area as defined in Article XI, Section 3, at the time of application for voluntary termination of membership as provided in Article VI, Section 10(a) may request that the owner, purchaser or lessee (if the lessee is a current or former member of the member's family as defined in Article VI, Section 2(b)-1) of the property located at the address of the member be given priority ahead of all others for the vacated membership.

- (a) **Procedure.** The prospective member shall make application for membership in the manner prescribed by Article VI, Section 5 within 60 days of receipt of written notice from the assistant secretary that the terminating member has requested that the prospective member be given priority for the membership.
- (b) **Liability for Dues and Membership Fees.** The terminating member remains liable for annual dues for any period prior to the effective date of the prospective member's admission to membership. If such prospective member is otherwise acceptable to the Board for membership, and is approved for membership, the terminating member will be reimbursed his original membership fee as provided in Article VI, Section 6. The proposed member shall pay to the Board the current membership fee as provided for in Article VI, Section 6.
- (c) **Opportunity to Appear Before the Board.** Proposed members under this subsection shall not be disapproved by the Board of Directors without both the terminating and the proposed member having the opportunity to be heard at a special meeting of the Board. The decision of the Board is final. The proposed member shall be considered an applicant for membership under the provisions of Article VI, Section 5.
- (d) **Eligibility.** Section 12 applies only to members (or their spouses) as of January 24, 1990.

Section 13 Divorced or Separated Members.

- (a) **Continuation of Membership for Adult Associate Members.** If a married member separates or divorces, the spouse who was an associate member retains his or her associate membership if:
 - (i) He or she continues to reside in the basic area or in North Arlington, and
 - (ii) Neither of the spouses remarries.
- (b) **Continuation of Membership for Other Associate Members.** Other associate members residing in the member's house at the time of the separation or divorce retain their associate membership if they continue to reside with either spouse described in paragraph (a).

- (c) Dues Payments. The Board of Directors may provide annual dues charges for the separate households as if they represented two memberships.
- (d) Remarriage of Either Spouse. If either the spouse who is a member or the spouse who is an associate member remarries, the membership ends for the spouse who was an associate member.
 - (i) Continuation of Associate Membership if Remarriage Occurs During the Swim Season If remarriage occurs between May 1 and the end of the swim season of a year, and all annual membership dues have been paid for the spouse who was an associate member, associate membership privileges continue until the end of that swim season
- (e) Priority Consideration for Membership for Associate Members Whose Membership Ceases Because of Remarriage. The Board of Directors may give priority consideration for membership (ahead of others on the waiting list) to an application for membership from an associate member whose membership ceases under paragraph 13(d).
 - (i) The prospective member shall make application for membership in the manner prescribed by Article VI, Section 5 within 6 months of the remarriage of either spouse.
- (f) Resignation of the Divorced or Separated Member. If a divorced or separated member ceases to be a member, such as by resignation or by no longer residing in North Arlington, his or her spouse or former spouse may be given priority consideration for membership.
 - (i) The prospective member shall make application for membership in the manner prescribed by Article VI, Section 5 within 6 months of the time that the former spouse has ceased to be a member.
 - (ii) The capital contribution of the terminating member will be refunded, and the prospective member shall pay all fees applicable to new members.

Section 14 Member in Good Standing. A member is in good standing if the member is entitled to use of the facilities of the Corporation. A member is not in good standing during any period of suspension exceeding seven days.

Article VII. MEMBERSHIP MEETINGS

Section 01 Annual Meeting. There shall be an annual meeting of the membership between November 15 and December 15 of each year.

Section 02 Special Meetings. A special meeting of the membership may be called by the President. The President shall, within 15 days after receipt of a written petition by 50 or more voting members or of a written petition of a majority of the Board of Directors, call a special meeting to be held within 30 days after receipt of the petition

Section 03 Notice of Meetings. Written notice to each voting member, issued by the Secretary, and sent to the address of the voting member on the records of the Corporation, shall be mailed at least 10 days prior to the date of any meeting of the membership. The notice, shall, in case of a special meeting, specify the business to be considered.

Section 04 Quorum. At any meeting of the membership, 50 voting members, in person or by written proxy, constitutes a quorum.

Section 05 Time and Place of Meetings. All meetings of members shall be at a time and place convenient to the members.

Section 06 Membership List for Meeting. Five days prior to any meeting of the membership, the membership record shall be closed and the list of voting members established as of that date.

Section 07 Agenda for Meetings of Members. So far as it applies, the following order of business shall be observed at all annual and special meetings of members:

- Reading, correction and approval of minutes of previous meeting
- Reports of Officers
- Reports of Committees
- Old Business
- New Business
- Election of Officers and Directors

Section 08 Robert's Rules of Order. Unless otherwise provided, Robert's Rules of Order shall be followed.

Article VIII. PROPERTY AND FINANCES

Section 01 Transfer or Pledge of Property. Tangible property of the corporation may be transferred or pledged as security only if 2/3 of the full Board of Directors has approved such transfer or pledge. Encumbrance or disposition of real property thereof requires approval of a majority of the votes cast at a meeting of the membership.

Section 02 Deposit of Funds. The funds of the Corporation shall be deposited only in national banks, savings institutions or trust companies, or state banks operating in accordance with the laws of and insured by the United States or State of Virginia, respectively.

Section 03 Choice of Depository. Institution Funds of the Corporation shall be deposited in institution(s) described in Section 2 as the Board of Directors may, from time to time, by resolution designate, and shall be so deposited within a reasonable time after their receipt.

Section 04 Disbursement of Funds. All disbursements of funds of the Corporation shall be made by checks signed by any two (2) of the following: Treasurer, Assistant-Treasurer, President or Vice-President; provided, however, that the Board of Directors may by resolution provide for the establishment and replenishment of a petty cash fund not to exceed \$100.00 for postage and for other minor expense items of the Corporation.

Section 05 Bonding of Persons Who May Disburse Funds. The Board of Directors shall obtain a fidelity bond in the amount of not less than \$5,000 covering the positions of Treasurer, President and Vice President, and any additional positions as directed by the Board of Directors.

Section 06 Investment of Funds. Other than as directed in Section 3 of Article VIII of these Bylaws the funds of the Corporation may be invested only in obligations of the United States Government. They may not be lent to or invested with an Officer, Director, or member of the Corporation or to or with any other person, agency, or government instrumentality.

Section 07 Annual Audit. The records and accounts of the Corporation shall be reviewed annually and subjected to a complete audit by an Auditing Committee of three (3) appointed by the Board of Directors, but not to include any member of the Board.

Section 08 Fiscal Year. The fiscal year of the Corporation shall begin on November 1 and end on October 31 of the subsequent year.

Section 09 Capital Contribution. The capital contribution shall be an amount set by the Board of Directors.

Section 10 Capital Improvement Fund.

- (a) The Board shall create and maintain a capital improvement fund. Funds deposited in the fund may be withdrawn only:
 - (i) To pay for capital improvements in years in which the total cost of capital improvements exceed \$30,000. Funds may be withdrawn from the capital improvement fund under this provision only if approved by at least 2/3 of the vote cast at a meeting of the Board of Directors or by 2/3 of the vote cast at a membership meeting; and
 - (ii) To refund the capital contribution that is being refunded (if any) to resigning members. For refund of capital contributions, see Article VI, Section 10-a.
- (b) Mandatory deposits. All capital contributions (not including processing fees) being paid by new members shall be deposited in the capital improvement fund.
- (c) Permitted deposits. The Board may, in its discretion, deposit additional amounts in the capital improvement fund.

Article IX. AMENDMENT OF BY-LAWS

Section 01 Amendment by Board of Directors. The By-laws, except Article II, Section 8, and Article VII, Section 2, may be amended by a 2/3 vote of the full Board of Directors.

Section 02 Amendment by Membership. The Bylaws may be amended by a 2/3 majority of the votes cast at a meeting of the membership.

Section 03 Notification of Members. A proposed amendment to the Bylaws shall be mailed to the voting members at least 10 days prior to the date adoption of the proposed amendment is to be considered by the Board of Directors or by the members.

Article X. DUES AND ASSESSMENTS

Section 01 Annual Dues. The Board of Directors, prior to March 15 of each year, shall establish operating dues for the ensuing season. Operating dues shall be sufficient to provide for the necessary expenses of the Corporation and the proper maintenance and improvement of the property, except that such dues shall not exceed \$400 per year for each voting or associate member.

Section 02 Special Assessments. Other than as provided in Section 1 above, there shall be no assessment levied against the membership except after approval thereof by the majority of the votes cast at a meeting of the membership.

Section 03 Limitation on Refund of Dues. No annual operating dues or part thereof shall be refunded in the event that pool operations are suspended for any reason, or to a member whose privileges of use are suspended or terminated.

Section 04 Annual Operating Dues. Annual operating dues may be on a family or person basis as determined by the Board of Directors to be in the best interest of the Corporation and its members.

Section 05 Dues Payment Date. Dues shall be paid by March 31 each year.

Section 06 Penalty and Sanctions for Late Payment of Dues. A penalty in an amount to be determined by the Board of Directors may be assessed against members whose dues have not been paid by that date. The membership of any person who has not paid his dues or any accrued penalty or penalties by May 1 of each year may be changed to inactive status or terminated as provided in Article VI, Section 10(b) of these Bylaws.

Article XI. MISCELLANEOUS

Section 01 Compliance with Law, Rules, Etc. All powers, authority, duties and functions of the members, Directors, Officers and employees of the Corporation shall be exercised in accordance with the applicable provisions of law, rules and regulations and of the Certificate of Incorporation and Bylaws of the Corporation

Section 02 Record Keeping. Copies of the organization papers of the Corporation, its Bylaws, and any amendments thereto, record of memberships, and the minute books of the Corporation shall be preserved in a place of safekeeping. Returns of elections, and proceedings of all meetings of the membership and of the Board of Directors shall be recorded in the minute books.

Section 03 Basic Area of the Association. The basic area of the Donaldson Run Recreation Association, Inc., includes the certain area of land bounded on the east by the Potomac River and additionally bounded by lines running as follows:

- beginning at the end of Spout Run Parkway closest to the Potomac River,
- continuing west on Spout Run Parkway to the intersection of Lorcom Lane,
- continuing northwest on Lorcom Lane, including houses on both sides of said street, to the intersection of Lorcom Lane and Vacation Lane,

- continuing southwest on Vacation Lane, including both sides of the street, to the southern boundary of the property of H-B Woodlawn Secondary School,
- continuing southwest along the boundary of said school to Old Dominion Drive,
- continuing northwest along Old Dominion Drive, down the center of such street, to the intersection of Old Dominion Drive and N Vernon Street,
- continuing north along the west side of N Vernon Street (including houses on both sides of said street) to the intersection of N Vernon Street and Vacation Lane,
- continuing north along the west side of Vacation Lane (including houses on both sides of said street) to the intersection of Vacation Lane and N Vernon Street,
- continuing northwest along the southwest side of N Vernon Street (including houses on both sides of said street) to the intersection of N Vernon Street and 25th Street,
- continuing west along the south side of 25th Street, which becomes Woodrow Street (including houses on both sides of said street), to the end thereof,
- continuing north, northwest on a straight line from the end of Woodrow Street to the intersection of 26th Street N and N Wakefield Street,
- continuing north along the west side of N Wakefield Street (including houses on both sides of said street) to the intersection of N Wakefield Street and 27th Street N (including houses on both sides of said street),
- continuing west along the south side of 27th Street N to the intersection of 27th Street N and N Wakefield Street,
- continuing along the perimeter of N Wakefield Street, first to the west and then to the northeast (including houses on both sides of said street) to the southern boundary of the property of Washington Golf and Country Club,
- continuing east and northeast along said southern boundary of Washington Golf and Country Club, and along the eastern boundary of Washington Golf and Country Club, and along the northern boundary of Washington Golf and Country Club, to the southwestern edge of the intersection of 33rd Street N and N Vermont Street,
- continuing north along the west side of N Vermont Street (including houses on both sides of said street) to 35th Street N,
- continuing northeast along the north side of 35th Street N (including houses on both sides of said street) to the intersection of 35th Street N and N Utah Street,
- continuing north along the west side of N Utah Street to the end thereof, and back south along the east side of N Utah Street to the intersection of N Utah Street and 35th Street N,
- continuing northeast along the north side of 35th Street N (including houses on both sides of said street) to the intersection of 35th Street N and Quebec Street,
- continuing north along the west side of Quebec Street to the end thereof, and back south along the east side of Quebec Street to the intersection of Quebec Street and 35th Street N,
- continuing southeast along the north side of 35th Street N (including houses on both sides of said street) to the intersection of 35th Street N and Military Road,
- continuing north along the west side of Military Road (including houses on both sides of said street) to the intersection of Military Road and 37th Street N,
- continuing west along the south side of 37th Street N to the end thereof, and back east along the north side of 37th Street N to the intersection of 37th Street N and Randolph Street,
- continuing north along the west side of Randolph Street to the end thereof, and back south along the east side of Randolph Street to the intersection of Randolph Street and 37th Street N,
- continuing east along the north side of 37th Street N to the intersection of 37th Street N and Military Road,
- continuing north along the west side of Military Road (including houses on both sides of said street and including houses off of any cul-de-sac branching off of the west side of Military Road) to the intersection of Military Road and Glebe Road,
- continuing east along Glebe Road, down the center of such street, to the Potomac River.