

SOUTHAMPTON RECREATION ASSOCIATION, INC.
Richmond, Virginia 23225
BY-LAWS

ARTICLE I

Name

The name of this corporation shall be the Southampton Recreation Association, Inc., hereinafter referred to as the Association.

ARTICLE II

Purpose of the Association

The purpose of this Association shall be to provide, for the benefit and enjoyment of its membership, a continuous program of outdoor and indoor activities, including swimming, tennis, ice skating, and other recreational and social activities for children, teenagers and adults in a safe, friendly, and family-oriented environment.

ARTICLE III

Membership

Section 1: Membership in the Association shall consist of five classes: Regular, Inactive, Honorary, Ice and Tennis Members.

Section 2: Regular memberships shall include the following categories:

- a- Senior Membership. A senior membership shall include one or two adult members, one of whom is 55 years or older, living in the same household. No dependent children are included in a senior membership.
- b- Single membership. A single membership applies to one unmarried adult, with no dependent children.
- c- Dual membership. A dual membership applies to two adults living in the same household. No children are included in a dual membership.
- d- Family membership. A family membership applies to one or two adults, of one household, and their dependent children. This is the only category that includes children.

Section 3: Inactive membership is available for regular members who must leave the area for at least twelve months.

Section 4: Honorary membership may be granted by a two-thirds vote of the Board of Directors, taken by secret ballot, to individuals who have rendered long-term and outstanding service to the Association. The Membership Committee shall nominate honorary members. Honorary membership shall be life-long membership.

Section 5: Ice Membership may be granted upon referral of a current Regular member in good standing and/or Board approval. An ice membership shall include one or two adults, of one household, and their dependent children. Ice Members are granted use of the ice rink only during

the ice season. They may participate in any functions relating to the ice program during the season in which they are currently enrolled.

Section 6: Tennis Membership may be granted upon referral of a current Regular member in good standing and/or Board approval. This membership shall have full use of only the tennis court facilities during approved practice and match times.

Section 7: Regular and Honorary members shall have full use of all Association facilities.

Section 8: The Board may suspend an individual member for a period of up to one year for violations of the Association Rules or for serious misbehavior, which in the judgment of the Board warrants such action. Upon a second or subsequent offense, the Board shall have the authority to impose a permanent termination of membership. The justification for suspension or termination shall be presented in writing to the member, and if applicable, the head of the offender's household. The member and head of household shall have an opportunity, if so requested in writing, to appeal to the Executive Committee for reconsideration.

Section 9: If a couple who are regular household members become divorced, either or both members may retain membership by payment of applicable dues for their individual households. No new initiation fee shall be required from either party.

Section 10: A member who drops his membership for at least nine months and subsequently elects to rejoin within fifteen months of the end of the membership year during which the member was in good standing, may rejoin without incurring an obligation to pay an initiation fee. This option may only be used once during the lifetime of a member.

Section 11: An additional adult, living in the household of a family which holds a family membership to the Association, may be considered for membership as an additional member of the household. Approval of this additional member shall be considered by the Vice President for Membership, who may grant approval after consultation with the Executive Committee.

ARTICLE IV

Board of Directors

Section 1: The affairs of this Association shall be managed by a Board of Directors consisting of not more than fifteen (15) nor less than thirteen (13) persons, hereinafter referred to as the Board, collectively, and Board Member, individually. The Board shall have the sole and full power to act on behalf of the Association.

Section 2: The term of office of the Board Members shall be three (3) years, beginning December 1st. The terms of the Board Members shall be so arranged that the terms of approximately one-third of the Board shall expire each year. At each Annual Meeting of the Association in November, the Board Members shall elect the successors to those whose terms are expiring at that time.

Section 3: Other vacancies on the Board shall be filled for the remaining terms in a regular or special meeting of the Executive Committee.

Section 4: Board Members shall be elected from regular or honorary members of the Association

in good standing.

Section 5: A Board Member may be removed by a two-thirds (2/3) vote of the Board for cause before the expiration of his term. Unexcused absences from three (3) consecutive meetings or from fifty (50) percent of the meetings in a year shall be considered cause in the absence of an explanation satisfactory to the Board. This shall in no way limit the meaning of the word "cause".

ARTICLE V

Executive Committee

Section 1: The Executive Committee of the Board shall be comprised of the President, President-Elect, Past President, and Vice-Presidents (5).

Section 2: The Executive Committee shall be entrusted with power to act for the Board in the interim between meetings of the Board, but all its actions shall be subject to review and modification by the Board.

Section 3: Five (5) members of the Executive Committee shall constitute a quorum.

ARTICLE VI

Officers and Directors

Section 1: The Officers of the Association shall be:

- a) President;
- b) President-Elect;
- c) Past President
- d) Vice-President for Communications and Secretary;
- e) Vice-President for Finance and Treasurer;
- f) Vice-President for Membership;
- g) Vice-President for Facilities; and
- h) Vice-President for Special Activities.

Section 2: The Directors of the Association shall be:

- a) Director of Pools;
- b) Director of Tennis;
- c) Director of Ice Skating;
- d) Director of Swim Team;
- e) Director of Technology and Social Media.

Section 3: To be eligible to serve as an Officer or Director, a candidate must at the time of his election be a Regular or Honorary Member of the Association in good standing.

Section 4: The Board shall elect the Officers of the Association. The election of Officers and Directors shall take place at the Annual Meeting of the Association in November following the election of Board Members. A report of the Nominating Committee relating to Officers and Directors shall be submitted to the Board Members in writing at least ten (10) days prior to the election. Nominations shall also be received from the floor with prior approval of the nominee at the meeting and in such cases the election shall proceed by secret ballot. A majority of the votes cast shall be

required for election to office.

Section 5: The newly elected Officers and Directors shall take office beginning December 1st, and will continue to serve in that capacity until their successors are elected.

Section 6: The Board may employ a General/Office Manager for the Association and such other employees as may be deemed necessary for the conduct of the Association's business, under such terms and conditions of employment as may be determined by the Board. Only the Board, Officers, Directors, or the General/Office Manager, acting on express behalf of the Board, shall have the authority to employ any individual in a salaried or wage position of the Association.

ARTICLE VII

Duties of Officers and Directors

Section 1: The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association, the Board, and the Executive Committee. He shall have the power to appoint all ad-hoc and non-standing committees necessary to pursue any matter within the purposes of the Association, subject to alteration or confirmation by the Executive Committee at its next meeting, and shall be an ex-officio member of all committees, without vote. He shall supervise the General/Office Manager.

Section 2: The President-Elect shall perform the duties of the President in the absence or disability of the President. Whenever the word "President" shall appear herein, the phrase "or the President-Elect performing the duties of the President," shall be implied. The President-Elect shall succeed the President.

Section 3: The Vice-President for Communications and Secretary shall perform all official acts of the Corporation for which the action of a Secretary is required and shall be responsible for the proper maintenance of all official records of the Corporation.

Section 4: The Vice-President for Finance and Treasurer shall be responsible for overseeing all accounting, auditing, budgeting, long-range planning, capital maintenance and capital improvements financing, and financial reporting. He shall oversee the insurance program of the Association. He shall present the budget for the coming year to the Executive Committee for review at the October meeting and for approval by the Board at the November meeting. In addition, he shall be the custodian of all funds and securities of the Association. He shall be prepared to report the state of the treasury at all meetings of the Board and Executive Committee. With the consent of the Board, he may delegate the performance for such of his duties as may appear advisable to an employee of the Association, acting under his supervision.

Section 5: The Vice-President for Membership, who shall also chair the Membership Committee, shall be responsible for soliciting new memberships as well as maintaining current memberships. He shall conduct surveys from time to time as needed to determine membership needs and interests, and shall report the findings of such surveys to the Board. He shall oversee the public relations functions of the Association.

Section 6: The Vice-President for Special Activities, who shall also chair the Special Activities Committee, shall be responsible for all activities not under the supervision of the tennis and ice

directors or of the swim team. He shall be responsible for organizing and scheduling outdoor day camps, indoor programs and classes, and social activities for children, teenagers and adults. Additionally, he shall plan and organize Family Nights. The Vice-President for Special Activities may delegate some of these duties to an employee of the Association, acting under his supervision.

Section 7: The Vice-President for Facilities shall be responsible for coordinating physical plant and property maintenance, landscaping, and security of all facilities, implementing capital outlay projects, utilities, and other general services for the Association. He shall oversee the Buildings and Grounds Committee and shall be responsible for the overall operations of the facilities as relates to swimming, tennis and ice.

Section 8: The Director of Pools, who shall also chair the Pool Committee, shall be responsible for the operation and ordinary maintenance of the swimming pool facilities. In the event that management of the pool is in-house, he shall be responsible for employment of the Pool Supervisor, Assistant Pool Supervisor, and all lifeguards and water safety/swim lesson instructors. In the event that management of the pool is not in-house, the Pool Committee will have the responsibility of negotiating a contract with an outside company to provide coverage of all areas listed above, as well as coordination of the swim team and all lessons. He will be the point-of-contact person for any recreational activity involving the pool.

Section 9: The Director of Tennis, who shall also chair the Tennis Committee, shall be responsible for the operation and ordinary maintenance of the tennis courts. He shall be responsible for employing the Tennis Instructors and Coaches and scheduling lessons and tournaments. In conjunction with his committee, he will initiate and oversee all programs and activities related to tennis.

Section 10: The Director of Ice Skating, who shall also chair the Ice Skating Committee, shall be responsible for the operation and ordinary maintenance of the ice skating rink. He shall be responsible for employment of Ice Skating Instructors and Monitors and scheduling lessons and other ice skating activities. In conjunction with his committee, he will initiate and oversee all programs and activities related to the ice rink.

Section 11: The Director of Swim Team, who shall also chair the Swim Team Committee, shall be responsible for the organizing and overseeing any competitive programs that come under the auspices of the pool, specifically the swim teams, where applicable. He shall also be responsible for the hiring of all swim coaches. He shall report the schedule of practices and meets to the Director of Pools, and shall also interface with the Director of Pools and Vice President for Special Activities in scheduling swim team activities. He is also responsible for budgeting/purchasing pool equipment as relates to the swim team.

Section 12: The Director of Technology and Social Media shall be responsible for the update and maintenance of the Association's various technology platforms, including the website and social media platforms. He shall be responsible for the engagement of outside professionals to provide expertise and support as necessary. He shall work with the Vice-President for Communications and Secretary and the Vice-President for Membership on the dissemination of Association materials and leveraging of technology and social media platforms to promote the Association.

Section 13: All Directors shall work with the Vice Presidents to:

- a) assure the efficient, economical, and effective operation of programs for the benefit and enjoyment of the members of the Association;
- b) develop program schedules, operational policies and procedures, rules and regulations, job descriptions, and rental rates and fees for their respective facilities;
- c) interview, employ, and supervise such persons as required to operate their respective facilities;
- d) evaluate their respective operations, identify issues of concern, and develop long range plans;
- e) identify budget, maintenance, and capital outlay needs.

Section 14: Each Vice-President and Director shall be prepared to report on the activities of all areas for which he is responsible at all regular meetings of the Board and Executive Committee which he is required to attend. Each Vice-President and Director shall also prepare an annual written report with any appropriate recommendations to be given to the President at the Board Meeting in October.

Section 15: The General/Office Manager shall be responsible for the day-to-day operation of the Association and the management of all employees, under the supervision of the President and in coordination with the Officers and Directors within their respective areas of responsibility.

ARTICLE VIII

Committees of the Association

Section 1: The President may appoint Standing Committee Chairmen, subject to the approval of the Executive Committee. Chairmen of standing committees must, at the time of their appointment, be a Board Member. The Chairman of each standing committee shall organize a committee of sufficient size and experience to carry out all of the responsibilities assigned.

Section 2: Standing committees of the Association shall be as follows:

- a) The Pool Committee, which shall be chaired by the Director of Pools;
- b) The Tennis Committee, which shall be chaired by the Director of Tennis;
- c) The Ice Skating Committee, which shall be chaired by the Director of Ice Skating;
- d) The Swim Team Committee, which shall be chaired by the Director of Swim Team;
- e) The Special Activities Committee, which shall be chaired by the Vice-President for Special Activities;
- f) The Membership Committee, which shall be chaired by the Vice-President for Membership;
- g) The Buildings and Grounds Committee, which shall be chaired by the Vice-President for Facilities, or his appointee;
- h) The Nominating Committee, which shall be chaired by the President.

Section 3. The President may appoint other non-standing and ad-hoc committees as necessary to carry out the business of the Association, subject to the approval of the Executive Committee. Chairmen of non-standing and ad-hoc committees must be members in good standing of the Association.

Section 4: Program plans and schedules, operational policies and procedures, rules and regulations, job descriptions, and rental rates and fees governing facilities and activities shall originate in and be supervised by the respective standing committees, subject to the approval of the Executive Committee.

Section 5: The Chairman of each committee shall maintain a file on the activities of his committee, which shall include an annual report to be submitted to the appropriate Officer or Director.

ARTICLE IX

Meetings

Section 1: Meetings of the Board shall be held on the second Monday of each month in the Association building. A majority of eight (8) Board Members shall constitute a quorum. Only those Board Members present may vote. Additional meetings shall be held at such times as shall be fixed by the Board or at the call of the President. All meetings shall be open to the members of the Association. Minutes of these meetings shall be made available to all Board Members.

Section 2: Meetings of the Executive Committee shall be held at the call of the President or any two (2) Executive Committee members. All meetings shall be open to the members of the Association. Minutes of these meetings shall be made available to all Board Members.

Section 3: A General Meeting of the Association shall be held on the second Monday of November each year in the Association building, following the scheduled Board Meeting. The agenda for the General Meeting shall include (a) the annual report of the President; (b) installation of new Officers and Directors; and (c) discussion of other matters of interest to the membership. Eight (8) of the Board Members shall constitute a quorum for the General Meeting.

ARTICLE X

Membership Dues and Initiation Fees

Section 1: New members of the Association shall pay the full initiation fee, regardless of the time of year, in the amount set by the Board at its December meeting. One initiation fee shall be due from each household as defined in Article III, as long as said member remains a current member in good standing and has not let membership lapse. The initiation fee may be paid in two equal installments over a thirteen (13) month period, or under such terms as may be set by the Board. However, regardless of when a new member pays the first installment, the second installment shall be due on March 15 of the following year.

Section 2: Annual membership dues shall be set by the Board at its December meeting.

Section 3: A maintenance and service fee, or capital improvements surcharge, to be set by the Board at the December meeting, or at any time on an emergency basis with a two-thirds (2/3) quorum of the Board present and voting, may be assessed each membership. Once assessed, this fee shall become part of the annual dues for such time as shall be established by the Board, and shall be identified separately on the members' annual statement of dues payable. Requests for individual waivers of this fee may be considered by the Executive Committee.

Section 4: The full amount of annual membership dues is required from new members up to and including July 15. These dues are fully refundable upon request up to and including March 15. Between March 15 and July 15, if the member elects not to continue his membership, he may receive a refund of fifty (50) percent of the actual amount paid. After July 15, the annual dues for new members may be reduced for the remainder of the year, provided there is Board authorization.

Section 5: The fiscal year shall be October 1 through September 30. The membership year shall be January 1 through December 31. Annual dues are payable as of January 1 each year. At the discretion of the Board, members may receive a discount if they submit their payment in full by an early payment date.

Section 6: Membership privileges may be revoked for non-payment of dues as of March 15.

ARTICLE XI

Financial Accounting and Reporting

Section 1: All funds received by the Association shall be deposited in the name of the Association in depositories approved by the Board. All checks drawn by the Association shall be signed in the name of the Association by the President, the Vice-President for Communications and Secretary, the Vice-President for Finance and Treasurer or the General/Office Manager.

Section 2. No part of the Association's income shall be distributed to or used for the benefit of any of its members with the exception of paid employees. Upon dissolution, any balance of funds and/or property remaining after payment of all debts shall be turned over to one or more charitable organizations selected by the Board.

Section 3: An annual operating and capital budget for the Association shall be presented by the Vice-President for Finance and Treasurer to the Board for initial draft review at the November meeting and to the Board for final approval at the December meeting.

Section 4: Checks shall be issued for all bills owed by the Association and incurred within the provisions of the current budget as adopted by the Board or otherwise approved by the Chairman of the expending committee, with the approval of the Executive Committee.

Section 5: A monthly and year-to-date statement of revenues and expenditures shall be provided each month to the Board Members for their review. In addition, an annual financial report shall be presented by the Vice-President for Finance and Treasurer at the January Board meeting, and a summary shall be provided to the membership.

Section 6: All revenues and expenditures shall be accounted for and reported on a cash basis of accounting.

Section 7: The Board is empowered to appropriate funds for special purposes at its discretion.

Section 8: The Board may require bonding of the President, the Vice-President for Communications and Secretary, the Vice-President for Finance and Treasurer and the General/Office Manager.

ARTICLE XII

Miscellaneous Provisions

Section 1: The principal office of the Association shall be: 3201 Chellowe Road, Richmond, Virginia 23225. The registered agent of the Association shall be the Vice-President for Finance and Treasurer.

Section 2: Any rules or parliamentary procedures not covered by the By-Laws shall be governed by the latest edition of "Robert's Rules of Order".

Section 3: All policies adopted by the Association prior to the adoption of these By-Laws and not inconsistent with these By-Laws shall be operative until changed by the Board.

ARTICLE XIII

Amendments

These By-Laws may be amended at any meeting of the Board by a two-thirds (2/3) vote of the Board, provided that the substance of the proposed amendment has been submitted in writing to all Board Members five (5) days prior to said meeting.

ARTICLE XIV

Effective Date

These By-Laws of the Southampton Recreation Association, Inc. shall supersede any and all previous By-Laws and shall become effective June 12, 2017.