Rutherford Area Swimming Club Corporation

Pool Address & Mailing Address:
4609 Marley Road
Fairfax, VA

BYLAWS: 2024

Article I. Name

The name of the corporation shall be the Rutherford Area Swimming Club Corporation (the “Corporation”).

Article II. Purpose

The purpose for which this non-profit corporation is formed is to promote the health and general welfare of its members and in pursuance thereof to construct, own, and operate a swimming pool, bathhouse and other recreational facilities, together with such other related objectives as are appropriate to the good conduct of its activities in the County of Fairfax and the Commonwealth of Virginia for the exclusive use of its members, their families, and guests.

Article III. Government

Section 1. The Corporation shall be managed by a board of Directors, no less than nine (9) nor more than eleven (11) in number (hereinafter the “Board of Directors” or “Board”), each of whom, including the four officers of the Corporation as set forth in Section 2 hereof, shall be chosen from the Sustaining Members (defined below in Article VI, Section 2) of the Corporation. Sustaining Members shall be elected to the Board for a term of two years. Directors and officers of the Corporation shall be chosen by a vote of the Sustaining Members as follows: (a) the Vice President, Treasurer and at least three other individuals shall be elected in odd numbered years, and (b) the President, Secretary and at least two other individuals shall be elected in even years. The officers of the Corporation as set forth in Section 2 hereof shall concurrently serve as Directors. Directors and officers shall serve without compensation.

Section 2. The officers of the Corporation shall be President, Vice President, Secretary and Treasurer.

Section 3. Directors and officers elected at the Annual General meeting shall take office at the close of that meeting.

Article IV. Duties of the Directors

Section 1. Consistent with these bylaws, the Board of Directors shall:

a. Transact all Corporation business, approve real estate leases, and make and amend rules and regulations for the use of Corporation property. It may appoint and remove such clerks, agents, contractors and employees as it may deem necessary and may fix their duties and compensation.
b. Approve applications for membership.
c. Ensure adherence to these bylaws and the Rules and Regulation of the Corporation, including potential restrictions, suspension or termination of membership, or imposition of penalties for violations.
d. Fill any vacancy in the membership of the Board of Directors to serve until the next annual meeting of the Corporation. At that meeting, in addition to the members elected pursuant to Article IX, Section 1, members of the Board will be elected to fill any unexpired terms existing because of resignation or removal.

Section 2. The Board of Directors shall designate the financial institutions in which the funds of the Corporation shall be deposited, and determine the manner in which checks, drafts and other instruments for the payment of funds of the Corporation shall be executed.

Section 3. The Board of Directors may, in its discretion, cause the books of the Corporation to be reviewed by auditors selected by the Directors who shall neither be Directors nor officers of the Corporation. In the event an audit is completed, the report of the auditors shall be available to the Sustaining Members.

Section 4. The Board of Directors shall hold scheduled monthly meetings. The President may call a special meeting of the Board of Directors at any time and shall do so on the request of any other two Directors. Any Member desiring to appear before the Board of Directors at a regular meeting shall notify the Secretary in advance and state the purpose of the requested appearance.

Section 5. A simple majority of Directors shall constitute a quorum. A simple majority of those present constitute a legal vote, except for the removal of a Director, which requires a two-thirds majority of Directors. The Director under consideration for removal shall be given an opportunity for an adequate hearing before the aforementioned vote is cast.

Section 6. Any member of the Board of Directors may be removed from office by a majority vote of the Sustaining Members of the Corporation present in person or by recorded proxy at either an Annual Meeting or a Special Meeting called in accordance with these bylaws.

Section 7. If an officer or Director fails to attend three consecutive regular meetings of the Board of Directors or otherwise fails to perform any of his/her duties or obligations to the Corporation, s/he may be removed from the Board of Directors and the vacancy filled as provided in Article IV, Section 1.d or Article IX, Section 1.b hereof, as appropriate.

Section 8. A budget shall be submitted by the Board of Directors to the Sustaining Members of the Corporation at the Annual Meeting of the Corporation for approval. All material obligations of the corporate assets shall be consistent with the approved budget plan. Any Material Capital Improvements (defined below) not included in the approved budget must be presented to the Sustaining Members of the Corporation at a Special Meeting for approval. "Material Capital Improvements" means any construction, renovation, or enhancement project involving the Corporation's property or facilities, with an estimated cost to the Corporation exceeding $10,000 in the aggregate. Material Capital Improvements include, but are not limited to, structural changes, major repairs, facility expansions, and upgrades that extend the useful life or capacity of the Corporation's assets. Regular maintenance and repairs are not considered Material Capital Improvements.

Section 9. The Board of Directors shall ensure that the Corporation at all times carries good and sufficient insurance policies including but not limited to, general liability and property damage covering all operations of the Corporation in amounts considered adequate by the Board.

Section 10. The Board of Directors shall cause an inventory of Corporation property to be taken periodically as determined necessary in its reasonable discretion and shall have authority to dispose of personal and Corporation property.

Section 11. Pool management will be reviewed annually and either will be contracted for or self-managed by the Board of Directors.

Section 12. In addition to the foregoing enumerated powers, the Board shall have other powers, not prohibited by these bylaws or statue, necessary for the efficient operation and management of the Corporation.

ARTICLE V. Officers

Section 1. The President shall preside at meetings of the Corporation and the Board. The President shall perform such other duties as customarily pertain to the office of President or as s/he may be directed to perform by the Board.

Section 2. The Vice President shall have and exercise all the powers, authority and duties of the President during the President's absence or inability to act. The Vice President shall also act as assistant to the President and perform such other functions as s/he may be directed to perform by the Board.

Section 3. The Secretary shall prepare and maintain full minutes of all meetings of the Corporation and the Board of Directors. The Secretary shall give proper notice of all meetings of the Corporation to the Sustaining Members and shall conduct all correspondence related to the Annual and Special Meetings. The Secretary shall maintain the record of membership of the Corporation and s/he shall perform such other duties as customarily pertain to the office of Secretary.

Section 4. The Treasurer shall collect and shall have custody of all funds, securities, valuable papers and other intangible assets of the Corporation. The Treasurer shall provide and maintain full and complete records of all the assets and liabilities of the Corporation which will be made available to the Board of Directors on request. The Treasurer shall prepare and submit to the Board of Directors a financial statement of the condition of the Corporation no later than 60 days after the close of the fiscal year. The Treasurer shall prepare such reports as local, state and federal agencies may require, and s/he shall perform such other duties as customarily pertain to the office of Treasurer.

Section 5. The President or her/his designee shall be an ex-officio member of all committees except the Nomination Committee.

ARTICLE VI. Membership

Section 1. Membership in the Corporation shall consist of Family Units (defined below) and shall not exceed 325 Members during any year. A “Family Unit” for purposes of this membership shall include all individuals who reside together during the pool season in a single household, with relationships by blood, marriage, domestic partnership, or adoption. Family Units may include grandparents, aunts, uncles, and other close relatives who are part of the household. All members of a Family Unit must live at the same address and have such address as their primary residence during the pool season to be eligible for membership.

Section 2. The Corporation shall have the following two classes of members (collectively, the “Members”):

(a) *Sustaining Member* – A Sustaining Member is a Family Unit which has paid in full all Sustaining Fees (defined below in Section VII.3) and annual dues established by the Board of Directors. Each Sustaining Member in good standing is entitled to (i) one vote at any meeting of the Corporation, and (ii) the right to hold office on the Board of Directors. As determined by the Board of Directors, Sustaining Members may be eligible for reduced annual dues and other benefits.
(b) *Annual Member* – An Annual Member is a Family Unit which has paid in full the annual dues established by the Board of Directors. An Annual Member shall not have voting privileges or the right to hold office on the Board of Directors. The number of Annual Members available for each year will be the amount equal to 325 *less* the number of Sustaining Members.

Section 3. Any Family Unit meeting requirements as provided herein may apply for membership in the Corporation. The Corporation strives to be an inclusive organization, welcoming diverse members in a spirit of community. All Family Unit applications for membership will be reviewed by the Board of Directors, who reserve the right to object to an application solely for legal, non-discriminatory reasons. If the Board of Directors raises an objection, the applicant will be notified in writing of the decision and the reason for the objection.

Section 4. Prior to November 20, 2024, each Family Unit which became a member of the Corporation was issued a non-interest-bearing certificate of membership entitling that Family Unit to all membership rights and privileges of the Corporation (a “Bond”). Each Family Unit which owned a Bond as of November 20, 2024 and pays the annual dues for the 2025 pool season will be deemed a Sustaining Member. With respect to each and every Bond which has been issued by the Corporation at any time since its formation: (a) all Bonds are hereby cancelled and deemed to have no value, and (b) the Corporation shall have no obligation of any kind to buy, repurchase or otherwise pay any amount or transfer anything of value for a Bond.

Section 5. The Board of Directors may at its discretion allow partial and/or installment payments of fees owed to become or continue being a Sustaining Member of the Corporation; provided, however, the rights to vote and/or to serve on the Board of Directors are withheld until all such fees have been fully paid.

Section 6. A Sustaining Member who does not pay their annual dues for any reason will cease to be a Sustaining Member; provided, however, unless such Family Unit has transferred their Sustaining Membership interest pursuant to Section VI.8 below, such Family Unit may rejoin the Corporation in a future year as a Sustaining Member (a) so long as the Family Unit pays all Sustaining Fees imposed since the Family Unit was last a Sustaining Member, but (b) without payment of the one-time fee to initially become a Sustaining Membership.

Section 7. If at any time the Corporation has 325 Sustaining Members, then the Board of Directors shall maintain a waiting list of eligible applicants to ensure full membership to meet the fiscal responsibility of the Corporation. Eligible Family Units may make written application to the Secretary. Each application will be dated by the Secretary upon receipt to establish the applicant's standing on the waiting list. As a membership becomes available, the first Family Unit on the waiting list shall be notified and will be given 48 hours to accept or decline the membership. If the applicant declines or does not respond within the 48-hour period, the applicant's name will be removed from the waiting list and that membership shall be offered to the next Family Unit on the list. The Board of Directors shall advise each applicant on the waiting list that there has been a change in standing.

Section 8. A Sustaining Member who sells her/his home and moves from the area may request to have the Sustaining Member interest transferred at no cost or fee to the Family Unit which purchases the home. Subject to approval by the Board of Directors, a Sustaining Member who moves from the area but retains ownership of and leases his/her home may request that the privilege of using the facilities of the Corporation as a Sustaining Member be extended to the lessee, subject to payment of all applicable dues and/or fees.

Section 9. Any Sustaining Member and/or Annual Member may for cause and after having been given an opportunity for a hearing, be suspended or expelled by unanimous vote of the members of the Board of Directors present and voting. Cause of suspension or expulsion shall, in general, consist of flagrant violation of the bylaws and Regulations of the Corporation, or conduct unbecoming or egregious.

ARTICLE VII. Dues, Fees and Assessments

Section 1. The Board of Directors shall establish dues and/or fees, including Sustaining Fees (defined below in Section 3 of this Article VII), for all forms of Sustaining Members and Annual Members for each year. The Board may determine that each type of membership may have more than one form, and be charged different annual dues, based upon the number and age of individuals in the Family Unit.

Section 2. The Treasurer or her/his designee shall electronically post the amount(s) a Member owes (a) for annual dues during the month of January each year, and (b) for any fees (including Sustaining Fees) when determined by the Board.

Section 3. "Sustaining Fees" are fees charged to Sustaining Members used to improve, maintain or operate the swimming pool, bathhouse and other recreational facilities of the Corporation. Sustaining Fees include, without limitation, a one-time fee to become a Sustaining Member of the Corporation and any subsequent fees proposed by the Board of Directors and authorized by a vote of the Sustaining Members.

Section 4. Members are responsible for the payment of all dues, fees and assessments without regard to place of residence or the actual use of Corporation facilities.

ARTICLE VIII. Meetings of the Corporation

Section 1.

(a) The Annual Meeting of the Corporation shall be held in November each year at such place and time as the Board of Directors may determine.

(b) The Annual Meeting shall be for the purpose of electing Directors, approving the budget proposed by the Board, presenting any Committee reports and for the transaction of such other business as may be brought before it.

Section 2. Special Meetings of the Corporation shall be called by the Board of Directors or the President. Upon written request by ten (10) or more of the Sustaining Members to the Secretary stating the purpose thereof, a Special Meeting shall be called by the Secretary within ten (10) days.

Section 3. Notice of all meetings shall be given by electronic mail or other generally accepted method as determined by the Board to all Sustaining Members at least five (5) days prior thereto. The notice of the Annual Meetings shall include the names of the candidates nominated by the Nominating Committee. The notice of the Special Meeting shall state the purpose thereof and no other business shall be transacted thereat.

Section 4. Only Sustaining Members participating in person or represented by record proxy at any meeting are entitled to vote at a meeting.

Section 5. At any Annual or Special meeting, those 25 Sustaining Members, present in person or by proxy, shall be a quorum for the transaction of all business.

ARTICLE IX. Nominations

Section 1.

a. There shall be a Nominating Committee composed of five Sustaining Members of the Corporation, three of whom shall be elected at the Annual Meeting of the Corporation and the other two of whom shall be appointed by the Board of Directors from among the Directors. A vacancy occurring among the three members chosen by the membership shall be filled from the membership by the remaining members or members so chosen. A vacancy occurring among the two members chosen by the Directors shall be filled by the Directors. No member of the Nominating Committee shall be a candidate for the Board of Directors.
b. The Nominating Committee shall nominate the candidates for the Board of Directors to be filed at the Annual Meeting and candidates for the next year's Nominating Committee. Nominations shall also be submitted by the Nominating Committee for the unexpired term of any Director who shall have resigned or otherwise withdrawn during the previous year.
c. Each year the Nominating Committee shall propose the slate of candidates so they can be voted on as set forth in Article III, Section 1 above.

Section 2. In addition to the above, nominations for any candidate to be elected at the Annual Meeting may be made by any Sustaining Member from the floor.

ARTICLE X. Amendments

These bylaws may be amended at any Annual Meeting or Special Meeting of the Corporation called for that purpose, by a two-thirds majority vote of the family unit memberships present in person or represented by recorded proxy; provided, however, that the proposed amendment shall be set forth in full in the notice of the meeting. However, revisions germane to the proposed amendment may be considered at the meeting.

ARTICLE XI. Miscellaneous

Section 1. The Corporation assumes no responsibility for loss of property of Members or guests (as defined in the Operating Rules) which may be brought into or left in the Corporation buildings or on the grounds.

Section 2. The Corporation assumes no responsibility, and Members or their guests can have no claim against the Corporation of any accident or injury to any person or their property.

Section 3. Any question as to the proper interpretation of any provision(s) of these bylaws shall be determined by the Board of Directors.

Section 4. The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September of the subsequent year.

Section 5. Meetings shall be conducted and questions shall be decided in accordance with Robert's Rules of Order, as amended.

As approved by a majority vote of the members present at the Annual Meeting conducted on November 20, 2024

By the 2023-24 RASCC Officers:

President:	Jim McLaughlin
Vice President:	Andy Detor
Secretary:	Saundra Honeysett
Treasurer:	Carl Santillo