

BY-LAWS  
of the  
LONGBRANCH SWIM & RAQUET CLUB, INC.  
as amended through January 23, 1992

ARTICLE I  
NAME and PURPOSE

Section 1. This corporation shall be known as the Longbranch Swim & Racquet Club, Inc. The principal office of the corporation shall be located in Annandale, Fairfax County, Virginia.

Section 2. This corporation is organized under the State of Virginia Non-Stock Corporation Act and its purpose shall be to operate a non-profit, non-stock membership corporation, which corporation shall own, develop, operate and maintain a swimming pool and such recreational facilities as may appear to be desirable for the exclusive use of its members, their families and guests.

## ARTICLE II MEMBERSHIP

Section 1. Memberships in this corporation shall not exceed 450 members.

Section 2: Definition of a member and individuals entitled to use facilities as members of the household - no change. At the end of the existing text add the following: A member may be included in only one membership. No group or corporation shall acquire memberships with the intention of gaining control of the corporation's assets for purposes other than those specified in Section 5 of Article II. If the Board of Directors determines that a membership has been acquired for purposes other than specified in Section 5 of Article II said membership shall be considered for cancellation pursuant to Section 7 of this Article. Such membership shall not be subject to reinstatement, and a refund of the membership fee and annual dues shall not be provided.

Section 3. Membership shall be evidenced by a non-transferable certificate of membership signed by any one officer and sealed with the seal of the corporation. The membership certificate shall be issued to the head of the household. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 4. A membership shall not be transferable except as provided by these By-laws.

Section 5. Members shall be permitted to use the swimming pool and all other recreational facilities owned or operated by the corporation in accordance with these By-laws and such regulations as may be prescribed from time to time by the Board of Directors.

Section 6. Voting Member -- the head of the household issued a membership certificate or his designee.

Section 7. The membership rights of any individual member may be suspended for any period up to one year or the membership may be cancelled for cause by a two-thirds vote of the Board of Directors, but only after the member has had an opportunity to be heard at a meeting of the Board of Directors. Cause for suspension of rights or cancellation of membership shall be determined by the Board of Directors and may consist of violations of these By-laws, other regulations of the corporation, failure to pay indebtedness to the corporation within the time specified, misuse or destruction of corporation property, conduct unbecoming a lady or gentleman, or any other act on the part of a member which the Board of Directors determines as detrimental to or reflecting discredit upon the corporation.

Section 8. A membership which has been cancelled, regardless of the reason for cancellation, or has been suspended for more than 30 days, may be reinstated, either at the discretion of the Board of Directors or by the affirmative vote of a majority of the voting members constituting a quorum at a special or regular meeting. A cancelled or suspended member may file a notice of appeal in writing within 10 days of notice of the action of the Board of Directors.

Section 9. The Board of Directors shall refund the membership fee and a proportional amount of the annual dues (as prescribed in Section 9 of Article VI) to a voting member whose family membership has been cancelled for any reason after deducting all indebtedness to the corporation, provided the membership vacancy created by this cancellation has been filled.

Section 10. Applications for membership shall be accepted only by the Membership Chairman or his designee. Applications shall be accepted only when made in writing by the head of a household or his designee.

Section 11. All applications for membership shall be added at the bottom of the membership waiting list maintained by the corporation except as provided for in Section 19 of this Article.

Section 12. Applications for membership shall not be transferable.

Section 13.

(a) A membership purchased from the Corporation prior to February 1, 1992 shall retain a value equal to the price at which it was purchased from the Corporation until such time as it may be redeemed by the Corporation. The redemption value shall not be affected by the terms of any sale and purchase of the membership by and between succeeding members of the Corporation. The Corporation, however, shall consider the sales price of such membership as negotiated between a then current member and a prospective succeeding member as representing a full return to the then current member of his or her purchase price. The Corporation shall be notified by both the purchaser and seller of the sale of the membership, and shall issue a new certificate of membership, without the requirement for the payment of a transfer fee, to the purchaser.

(b) A member not desiring to sell to a prospective succeeding member a membership originally issued by the Corporation prior to February 1, 1992, may present his/her membership, accompanied by a written request for redemption, to the Membership Chairperson and retain his/her place on the redemption list until such time as the membership can be redeemed by the Corporation, from the proceeds of new membership fees, for a value not to exceed the original purchase price charged by the Corporation for the membership less any indebtedness owed to the Corporation, and less a twenty-five dollar (\$25) transfer fee.

Section 14. Effective February 1, 1992, purchase of a membership from the Corporation shall require the payment of a membership fee in an amount which shall be established by an affirmative vote of a majority of the voting members constituting a quorum at a regular or special meeting. The membership fee shall be in addition to, and not in lieu of, the amount of annual dues, assessments, or other charges. Memberships purchased from the Corporation on or after February 1, 1992, shall not be redeemable by the Corporation.

Section 15. Upon dissolution of the Corporation, all assets shall be liquidated and all just claims shall be paid. Certificates of membership for members on the redemption list at the time of dissolution, and for those active members holding memberships originally issued by the Corporation prior to February 1, 1992, shall be redeemable at an equitable amount not to exceed the original purchase price charged by the Corporation for those memberships. Any funds remaining after all eligible certificates of membership have been redeemed shall be distributed among all active members in such manner as the Board of Directors may direct.

Section 16. The Board of Directors is authorized to issue a membership to the first applicant in the order prescribed in Section 13 of this Article who will accept membership, provided the applicant fulfills the following additional requirements:

- a. is 21 years of age or older; or married, if younger;
- b. has completed the application form approved by the Board of Directors;
- c. is approved for membership by the Board of Directors or its designee;
- d. pays to the corporation a membership fee as indicated by the Board of Directors and a proportional amount of annual dues (as prescribed in Section 9 of Article VI) within 7 calendar days after notification of approval by Board of Directors or its designee;
- e. an applicant who is refused membership by the Board of Directors may have the right to appeal, within 10 days of notification, in writing to the general membership. The applicant shall have the rights as expressed in Section 8 of the Article.

Section 17. In the event an applicant declines an offer of membership or does not fulfill the requirements for membership of this Article, the applicant shall be dropped from the membership waiting list or at the request of the applicant, dropped to the bottom to the bottom of the membership waiting list.



Section 18. An offer of membership shall mean that the Membership Chairman has attempted to notify the applicant of a membership vacancy either orally or in writing at the applicant's address as recorded in the records of the Membership Chairman. An applicant who cannot be so notified in a reasonable time as determined by the Membership Chairman shall be considered as declining an offer of membership.

Section 19. At the discretion of the Board of Directors, an applicant dropped from the membership waiting list or replaced at the bottom of the list may be reinstated to a previously held position on the list provided the applicant satisfies the Board that, in equity, such action should be taken.

Section 20. A voting member may request that the Board of Directors issue a permit authorizing a non-member family leasing the member's residence to temporarily use the recreational privileges of the member's family membership, provided the request also states that the voting member will be absent temporarily from his residence, for a period of three months or longer and no individual of the voting member's household will use these recreational privileges during the period of this absence. Temporary use permit shall be offered to the non-member head of house hold leasing the requesting member's residence.

Section 21. Temporary use permit shall entitle a non-member family and its guests the use of the swimming pool and all other recreational facilities owned and operated by the corporation, provided such use and payment of all indebtedness incurred by such use is in accordance with the regulations of this corporation.

Section 22. A temporary use permit may be cancelled at the pleasure of the Board of Directors. A temporary use permit shall be cancelled when requested in writing by the voting member of the applicable membership or when the applicable membership is cancelled.

Section 23. The Board of Directors, at its discretion, shall have the authority to offer and issue temporary use permits to families in order of seniority on waiting list for permanent membership, providing active membership and temporary use permits together do not exceed 450.

Section 24. No certificate of membership shall be redeemed when to do so would cause the corporation to become insolvent or when it would place the corporation in a precarious financial position. If this proviso is invoked the members desiring redemption will be placed on a waiting list until the Board of Directors determines that the corporation is able to resume redemptions. Redemption will then be made in the order in which names appear on this waiting list.

Section 25. A membership shall be considered to be active until such time as the Corporation is notified in writing by the voting member holding the membership, as defined in Section 6 of this Article, of his/her desire to terminate the membership, or until such time as the Board of Directors elects to cancel the membership pursuant to the provisions of section 7 of this Article. A membership otherwise subject to cancellation pursuant to Section 7 of this Article for failure to pay annual dues may be placed in an inactive status pursuant to the provisions of Section 3 of Article VI of these Articles.

### ARTICLE III MEMBERSHIP MEETINGS

Section 1. A regular meeting of the members shall be held by December 1 of each year after the closing of the pool facilities at such place, day and hour as the Board of Directors shall designate. Special meetings may be called by the President or by a majority of the Board of Directors and shall be called within 30 days after receipt by the Board of Directors of a written request of not less than 10% of the voting membership. When a special meeting is called upon at the request of members, a written motion, or motions, limited to one letter-size page and covering the purpose or purposes for which the meeting is called shall accompany such request. Business transacted at a special meeting shall be limited to that mentioned in the call; except that the head of the household whose membership has been cancelled, regardless of the reason for cancellation, may appeal at a special or regular meeting.

Section 2. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 (except as otherwise specified in this Article) nor more than 30 days before the date of the meeting, either personally or by mail or at the direction of the President, or the Secretary, or Board of Directors or persons calling the meeting, to each voting member. 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 corporation, with postage thereon paid.

Section 3. 5% of the voting members represented either in person or with a signed proxy specifically designating a specific member shall constitute a quorum at a meeting of the members.

Section 4. A voting member whose membership rights have not been suspended for cause shall be entitled to one vote on any matter voted upon by members.

Section 5. The vote of a majority of the votes cast by voting members present or represented at a meeting at which quorum is present shall be necessary for the adoption of any matter voted upon by the members unless otherwise specified in these By-laws.

ARTICLE IV  
BOARD OF DIRECTORS, OFFICERS, COMMITTEES

Section 1. The affairs of this corporation shall be managed by a Board of Directors consisting of a minimum of 5 and maximum of 11 members. Six of the Directors elected at the first election shall serve a term of 2 years. The remaining 5 directors shall serve until the election the following year. Each year thereafter at the annual meeting of the corporation the required number of Directors shall be elected for a 2-year term. A minimum of one nominee shall be presented for each director position to be filled. The slate of nominees will be contained in the corporation letter announcing the annual meeting. Additional nominations may be made from the floor. Persons to be so nominated should be contacted and signify consent prior to such nomination. In voting for Directors each voting member may cast one vote for each seat to be filled without cumulation. Directors shall be elected only from members of the corporation.

Section 2. The officers of this corporation shall be a President, and Executive Vice-President, a Vice-President (Operations and Facilities), a Vice President (Marketing and Member Affairs), a Vice-President (General Counsel), a Treasurer and a Secretary, all of whom shall serve in the same capacity as members of the Board of Directors. The officers shall be annually elected by the Board of Directors from among its members and shall hold office from the end of the first meeting of the Board of Directors following the regular meeting of the members for a term of one year.

Section 3. When any member of the board of Directors has been absent from three consecutive meetings of the Board during a period of three months, or in the event of his resignation, his office may be declared vacant at the discretion of the Board and the Board may act to fill this vacancy as provided herein. Any director or officer of the corporation may be removed from office by the affirmative vote of a majority of either the Board of Directors or the voting members present or represented at a regular meeting or a special meeting called for this purpose, but only after the director or officer concerned has been given an opportunity to be heard at such a meeting.

Section 4. Any vacancy occurring in the Board of Directors, including vacancy resulting from an increase by not more than two in the number of Directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. The newly appointed Director shall complete the term of the vacating Director.



Section 5. The Board of Directors shall hold at least one meeting every three months at the call of the President and may meet at any time on the call of three directors. Four directors shall constitute a quorum at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. The President shall preside at meetings of the corporation and of the Board of Directors, and shall be an ex-officio member of all committees. He shall perform such other duties as customarily pertain to the office of the President, or as he may be directed to perform by resolution of the Board of Directors. In his absence or disability, authority shall be delegated to the Executive Vice-President.

Section 7. The Executive Vice-President shall assist the President in the performance of his executive duties, shall sit as Chairman of the Executive Committee, and shall assume all duties pertaining to that office in the absence or disability of the President. He shall also perform any duties as directed by resolution of the Board of Directors.

Section 8. The Vice-Presidents (Operation and Facilities/Marketing and Member Affairs) shall assist the President and shall perform the specific duties which customarily pertain to their individual areas of responsibility.

Section 9. The Treasurer, under the direction of the Board of Directors, shall: receive and account for the current funds of the corporation; have charge of all funds, securities, and financial records of the corporation; maintain appropriate records of and be responsible for billing and payments received there from concerning dues, guest fees, and assessments of members; provide and maintain full and complete records of all assets and liabilities of the corporation; prepare and file all reports required of the corporation by law to include, but not limited to, statements of change of the corporation's registered agent and/or registered office in accordance with the State Non-Stock Corporation Act, the annual report of the corporation to be filed with the State Corporation Commission, the annual information return required to be filed with the Internal Revenue Service, the annual personal property tax return; prepare and submit at each regular meeting of the members a financial statement of the condition of the corporation as of the last day of the preceding month; report monthly to the Board of Directors regarding the status of delinquent member's accounts; and perform other duties as customarily pertain to the office of Treasurer. He shall also assume the essential duties pertaining to that office in the absence of the Executive Vice-President.

Section 10. The Vice-President (General Counsel) shall advise the Board of Directors and officers of the corporation in all legal matters including matters concerning the negotiation, preparation, and execution of an contracts in which the corporation is a party. In addition, he shall be available to interpret any provisions of the By-laws or any other official corporation documents as the need arises.

Section 11. The Secretary shall have charge of all the corporation books, records, and other papers except those maintained by the Treasurer or the Membership Chairman. The Secretary shall prepare and maintain full minutes of all meetings of the members and of the Board of Directors; give proper notice of all meetings of the members and of the Board of Directors; conduct the correspondence of the corporation; be custodian of the seal of the corporation; and perform other duties customarily pertaining to the office of Secretary.

Section 12. When an officer is absent or is otherwise unable to perform the duties of his office, the Board of Directors may, by resolution, if not provided for elsewhere in these By-laws, designate another member of the Board of Directors to act temporarily in his place.

Section 13. The President, in conjunction with the Vice-President (Operations and Facilities), may establish an Operations Committee and may appoint a committee chairman. This committee shall be responsible for:

- a. arranging and supervising management contract,
- b. proposing, establishing and supervising rules for use of corporation's recreational facilities,
- c. purchase and maintenance of recreational furniture and equipment,
- d. chemicals and supplies,
- e. conducting an inventory as specified in Article V, Section 8.

Section 14. The President, in conjunction with the Vice-President (Operations and Facilities), may establish a Building and Grounds Committee and may appoint a committee chairman. This committee shall be responsible for:

- a. arranging and supervising construction, maintenance and repair of all corporation's recreational facilities and other real property not otherwise provided for in these By-laws,
- b. planning and supervising all landscaping,
- c. development and maintenance of the natural state of all lands under corporation control,
- d. maintenance of security fences and lighting.

Section 15. The President may establish a Competitive Activities Committee whose chairman may be a director. The chairman of this committee shall also be the corporation's designated representative to the Northern Virginia Swimming League, Inc. This committee shall be responsible for:

- a. planning, arranging, and supervising the conduct of instruction, competitive contests and other organized recreational activities conducted on this corporation's premises not elsewhere covered in these By-laws,
- b. planning, providing and/or arranging, and supervising appropriate representation and participation by this corporation in the activities of the Northern Virginia Swimming League, Inc.

Section 16. The President, in conjunction with the Secretary, may establish a Social/Publicity Committee and appoint a committee chairman. This committee shall be responsible for planning, arranging and supervising all social activities of the corporation not covered elsewhere in these By-laws (adult, teen and pre-teen parties), and for coordinating any publicity deemed necessary by the Board.

Section 17. The President, in conjunction with the Vice-President (Marketing and Member Affairs), may establish a Membership Committee and may appoint a chairman. The Membership Chairman shall be responsible, under the Board of Directors, for: maintaining correct and complete membership books and records to include, but not limited to, the record of names and addresses of members entitled to vote and the membership waiting list; receiving applications for membership; and any other actions required by the Board of Directors and the regulations of this corporation concerning membership.

Section 18. The President may establish a Ways and Means Committee consisting of the Executive Vice-President, Treasurer, Secretary and Vice-President (Marketing and Member Affairs). The Executive Vice-President shall be chairman of the committee. This committee shall be responsible, under the Board of Directors, for ensuring proper coordination of the activities of the Treasurer, Secretary, and Vice-President (Marketing and Member Affairs) with regard to the duties of these individuals. This committee shall also prepare the budget and other financial plans as directed by the Board of Directors. This committee shall also be responsible for causing an audit to be performed on the financial records of the corporation for each fiscal year and for appointing or engaging an auditor to conduct the audit. No member of the Board of Directors shall conduct the audit. The results of the audit shall be presented to the Board of Directors or to the membership by the appointed auditor.

Section 19. The committees established by Sections 13, 14, 15, 16, 17, and 18 of this Article are the standing committees of this corporation. The President may establish such special committees as he deems necessary and the chairman of each standing committee may establish such advisory subcommittees as he deems necessary. All committee and subcommittee members shall be adult members of the corporation and may be officers or other directors. Unless otherwise specified in these By-laws, the President shall appoint the chairman and any members he deems necessary to all committees and subcommittees subject to approval by the Board of Directors.

Section 20. Actions taken by committees are subject to approval by the Board of Directors or by vote of members, and no committee shall have or exercise on its own authority of the Board of Directors.

Section 21. The Board of Trustees shall be established to serve in an ex-officio capacity in the management of the corporation. The primary function of this Board will be to provide consultation and guidance to the board of Directors. The Board of Trustees shall be comprised of recently past officers of the corporation and shall serve for a term not to exceed two (2) years. The trustees shall appoint a chairman from among their Board members who shall provide the liaison between the trustees and the officers and directors of the corporation and who shall attend Board of Directors meeting at his pleasure.



## ARTICLE V MANAGEMENT OF THE CORPORATION

Section 1. The Board of Directors shall manage the affairs of this corporation; shall have absolute power to accept or reject or other wise pass upon all applications for membership except as provided in Article II, Section 16e; shall prescribe forms for use by the corporation; shall audit all claims and accounts and decide all questions that may arise in connection therewith; shall authorize the procurement of necessary services, and shall have full charge and authority respecting all matters not herein specially provided for.

Section 2. The Board of Directors shall not borrow or pledge credit of the corporation in excess of its un-obligated current assets or convey or assign real property of the corporation without the specific approval of more than two-thirds of the votes entitled by voting members present or represented at a meeting of members at which a quorum is present. The Board of Directors may acquire or dispose of personal property of the corporation.

Section 3. The Board of Directors shall designate by written resolution the depositories for all funds of the corporation, provided that such funds shall be either invested in obligations of the United States Government or deposited in banks or trust companies, operating in accordance with the laws of Virginia, whose deposits are insured by the Federal Deposit Insurance Corporation.

Section 4. No money shall be paid or indebtedness incurred except upon a specific resolve of the Board of Directors. All disbursements of the corporate funds shall be made by checks signed by any two of the following officers: President, Vice-Presidents, Treasurer, Secretary, provided, however, that the Board of Directors may be resolution establish a petty cash fund of not exceeding \$300 for paying miscellaneous expense items of the corporation in amounts of \$100 or less. The Board of Directors shall have approval of membership present at a meeting or special meeting for expenditures of greater than \$1,000 (one thousand) for a single item which has not been previously included in the budget.

Section 5. The Board of Directors shall ensure that all of the officers listed in Section 4 of this Article are at all times bonded in amounts considered adequate by the Board to secure the funds of the corporation.

Section 6. The Board of Directors shall ensure that the corporation at all times carries good and sufficient insurance policies to include but not limited to, public liability and property damage covering all operations of the corporation in amounts considered adequate by the Board.

Section 7. The Board of Directors is empowered to pay compensation in any reasonable amount to the members, directors or officers of the corporation for direct labor and operating services rendered with the exception that no salaries shall be paid to any member of the Board without approval of membership.

Section 8. The Board of Directors shall case an inventory of corporation property to be taken at the close of each season.

Section 9. The Board of Directors shall ensure that correct and complete books and records of the corporation are kept and preserved in a place of safekeeping; to include, but not limited to, the accounts of the corporation; the minutes, signed by the President or Secretary or by those acting in their places, of the meetings and returns of elections of the members and Board of Directors; the record of the names and addresses of the members entitled to vote; the membership waiting list; and copies of the Articles of Incorporation, By-laws, and amendments thereto. All books and record of the corporation may be inspected by any voting member, or his attorney, for any proper purpose at any reasonable time. The record of the names of members entitled to vote shall be prima facia evidence of the right to vote.

Section 10. A deferred maintenance fund shall be established and augmented annually in amounts considered sufficient by the Board of Directors to permit timely and orderly maintenance or replacement of the facilities of the corporation.

Section 11. The fiscal year of this corporation shall extend from January 1 to December 31.

Section 12. The Board of Directors shall prepare and present a budget and dues schedule at a special meeting of the members, called by the President, and at that time the dues schedule shall be effective as presented or as altered by a majority of voting members present or properly represented.

Section 13. The Board of Directors at its discretion may authorize this corporation to join and participate in the activities of the Northern Virginia Swimming League, Inc.

Section 14. The Board of Directors may prescribe from time to time such regulations as it deems necessary for the management of the affairs of the corporation and these regulations, if not in conflict with the Articles of Incorporation of these By-laws, shall govern in the conduct of the affairs of the corporation.

ARTICLE VI  
DUES, GUEST FEES, PENALTIES

Section 1. Annual membership dues for the period extending from March 1 to February 28 or 29 of each year shall consist of a basic charge per family.

Section 2. The dues schedule applies to holders of a temporary use permit of a membership as well as to members. In the event the holder of a temporary use permit fails to pay such dues, the absent voting member of the applicable membership shall be responsible for payment of dues in the amount of the basic charge.

Section 3. A member may, at the sole and absolute discretion of the Board of Directors, be entitled to a waiver of the annual membership dues upon notice to the Board of Directors prior to the annual opening date of the corporation swimming season that such member and his family will be absent from his residence for an entire season.

A member who is leaving the area permanently and whose membership cannot be sold may apply for a waiver of the annual membership dues upon notice to the Board of Directors prior to the annual date of the corporation swimming season.

Section 4. Not less than 60 days before the annual opening date of the corporation's swimming season all voting members and/or holders of temporary use permits shall be billed for annual membership dues and all other existing indebtedness to the corporation.

Section 5. For the 1977 season only, membership dues must be paid prior to use of the facilities of July 1, whichever is sooner. Beginning in 1978, dues will be accepted until March 1st each year. Dues accompanied by a 10% penalty will be accepted until March 15 each year. After March 15 an additional 10% penalty will be assessed and membership privileges will be withdrawn until all obligations of the member to the corporation have been satisfied.

Section 6. Guest privileges shall be extended to persons personally invited by and accompanied by a member. Guest privileges will not be extended to residents of the areas of Long Branch, Red Fox Forest, Bradfield, Canterbury Woods, Ashford, and Dunleigh unless they are members of established private pools and present documented proof of membership. The guest fee schedule and eligibility requirements for guests shall be established annually by the Board of Directors. The Board of Directors may on occasion authorize guests from within the above areas for the purpose of community relations. Non-family members permanently residing in the household of a member shall be extended guest privileges in accordance with the By-laws and rules and regulations of this corporation.

Section 7. Any indebtedness to the corporation not paid in full within 30 day from the date of billing, other than that covered in Section 5 of this Article, shall automatically incur a penalty charge of \$2.00 or 10% of the indebtedness whichever penalty amount is greater.

Section 8. The Board of Directors shall notify a delinquent voting member by certified mail addressed to this member at his address as it appears on the records of the corporation that all indebtedness to the corporation must be paid in full within 15 days after the date such notification was deposited in the United States mail and if not paid within this period, the membership shall be administered in accordance with Article II, Section 9. If the holder of a temporary use permit is delinquent in existing indebtedness to the corporation, the permit may be cancelled.

Section 9. When a membership or temporary use permit is issued (or cancelled) a proportional amount of annual dues to be charged (refunded) shall be prorated on a daily basis. Refunds shall be made only if already paid and after deducting all indebtedness to the corporation, including any amount as determined by the Board of Directors as compensation for destruction, damage, or loss of corporation property, if any.



ARTICLE VII  
GENERAL

Section 1. Any assessment for capital improvements or additional operational expenses shall require the prior approval of a majority of the votes cast by the voting members present in person or represented at a meeting of the members at which a quorum is present.

Section 2. All powers, authorities, duties, and functions of the members, directors, officers, and employees of the corporation shall be exercised in conformity with applicable provisions of law and regulations of the articles of Incorporation and By-laws of this corporation.

ARTICLE VIII  
ARTICLES OF INCORPORATION, BY-LAWS, AND OTHER AUTHORITIES

Section 1. Amendments to the Articles of Incorporation shall be made as follows: The Board of Directors shall adopt a resolution setting forth the proposed amendment, finding that it is in the best interests of the corporation and directing that it be submitted to a vote of the meeting members. Notice shall be given to each voting member within the time and in the manner provided in Section 2 of Article III of these By-laws. The proposed amendment shall be adopted upon receiving more than two-thirds of the votes cast by voting members present or represented at a meeting of members at which a quorum is present.

Section 2. The Board of Directors shall have power to adopt By-laws for the government of the corporation and to amend, alter and repeal the same from time to time and such By-laws shall become valid 15 days after written notification is sent to voting members unless rejected by the majority of the votes entitled to be cast by voting members present or represented by a proxy at a meeting of members at which a quorum is present.

Section 3. Amendments to these By-laws may also be made by the voting members as follows: Any meeting of the members of this corporation may, by a majority vote, adopt a resolution setting forth the proposed amendment, finding that it is in the best interests of the corporation and directing that it be submitted to a vote at a meeting of members to be voted upon in not less than 90 days after the proposal. It shall be the duty of the Recording Secretary, under the direction of the Board of Directors, to publish duly proposed amendments to these By-laws and such notice shall be given to each voting member within the time and the manner provided in Article III of these By-laws. The proposed amendments shall be adopted upon receiving more than two-thirds of the votes entitled to be cast by members present or represented at a meeting at which a quorum is present.

Section 4. The rules as contained in Roberts Rules of order, Revised shall govern the corporation in all cases in which they are applicable and in which they are not inconsistent with the Articles of Incorporation, By-laws or other regulations of this corporation.

Section 5. These By-laws shall be interpreted by the Board of Directors whenever questions arise and the decision of the board shall be final.

Section 6. Without limiting any power or right of the corporation to provide indemnification in such additional circumstances as the corporation may from time to time deem appropriate, the corporation shall indemnify every person, his heirs, executors and administrators, who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys fees, actually and reasonably incurred by him in connection with such action, suit or proceeding and against fines, judgments and reasonable settlement amounts, to the full extent permitted by law.

The initial By-laws were duly adopted by the initial Board of Directors of Longbranch Swim & Racquet Club, Inc. on December 12, 1975.