



SpringboardPool

SPRINGBOARD RECREATION CLUB, INC.
BOARD OF DIRECTORS RESOLUTION

On January 9, 2020, the Springboard Recreation Club Board of Directors unanimously RESOLVED:

*"To amend the Springboard Recreation Club, Inc. Bylaws to:
Article I: Correct the name of the organization and date of incorporation to be consistent with the Articles of Incorporation.*

Article IV: Add notification requirements consistent with the Virginia Nonstock Corporation Act.

Article V.1: Clarify membership voting entitlements.

Article V.2: Caveat the majority of votes required for consistency with the Virginia Nonstock Corporation Act.

Article VII.3: Delete section for consistency with the Virginia Nonstock Corporation Act and the Articles of Incorporation.

Article VII: Make editorial changes required by the deletion of Section 3.

Article XI.3: Clarify that the approval of two thirds of all Directors is required to transfer tangible personal property of the Club.

Article XI.8: Relax the time limit for annual audit completion to allow the tax return to be included in the audit.

Article XIII: Change the fiscal year to Jan 1 to Dec 31.

Article XV: Correct typographical errors.

Article XVI: Delete the superfluous section entitled "Amendments".

A complete copy of the Bylaws as amended is attached.

Jeannine Salamone
Secretary
Springboard Recreation Club, Inc.

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Springboard Recreation Club, Inc. Bylaws

Adopted in 1960 and as amended in 1983, 1987, 1988, 1994, 1998, 1999, 2000, 2001, 2005, 2009, 2012, 2013 and 2020.

Article 1. Name

The name of this corporation is Springboard Recreation Club, Incorporated, incorporated under the Virginia Non-Stock Corporation Act on February 25, 1960, and hereinafter referred to as the "Club."

Article II. Purpose

Section 1. This Club is formed to promote the health and civic, social and general welfare of its members, and to construct, operate and maintain for its members, park and recreational facilities, including a swimming pool and other facilities.

Section 2. This Club is not organized for the pecuniary profit of its directors, officers or members; nor may it issue stock nor declare or distribute dividends, and no part of its net income shall inure to the benefit of any director officer or member; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kind shall be devoted solely to the purposes enumerated in Section 1, supra.

Article III. Membership

Section 1. Membership shall be limited to a maximum of 350 memberships, each of whom must be approved by the Board of Directors and agree to pay an initial membership fee and such annual or monthly dues as may be established by the Board of Directors.

Section 2. A person (18 years of age or older) who meets the requirements of Section 1, supra, upon submission of a signed application form and payment of the specified fee and dues, shall hold a membership in the Club.

Section 3. When the unqualified word "member" appears in the Bylaws, it shall be interpreted as signifying the person listed on the official membership list of the Club as the primary adult.

- (a) In addition, for the purpose of meeting such rules and regulations as may be set up by the Board of Directors regarding such areas as payment of dues and fees, identification requirements, guest privileges, and any other matters concerning the Club, the following classes of persons shall be considered Family Members: Those members of the immediate household maintaining residence with the member and whose names and other forms of identification as required are on record with the Club.
- (b) The Board of Directors may designate such other categories of membership as it deems necessary, i.e., summer, temporary, associate memberships.

Section 4. When the maximum number of persons permitted by Section 1, supra, have joined the Club, the names of additional applicants for membership shall be placed upon a waiting list maintained by the Membership Chairman along with the date of their application.

Section 5. No portion of the initial membership fee referenced in Section 1 shall be refundable as of 1986. Until all past refundables are repaid, the Club shall maintain a list of refundable amounts due to current and resigned members. Any dispute regarding the amount of the refundable shall be resolved by the member's Certificate of Membership that must be surrendered when repayment occurs.

Section 6. The following shall govern the repayment of refundables:

- (a) A member having a refundable portion of his initial membership fee and desiring to quit the Club must notify the Club in writing by sending a letter to the attention of the Membership Chairman at the official address.
- (b) If no list of former members requesting repayment exists, repayment by the Board of Directors of the refundable portion of the membership fee will be made upon surrender of the Certificate of Membership provided sufficient unobligated funds are available to the Club.
- (c) If, at the time of written notification by a member of his desire to quit the Club, full membership has not been subscribed and sufficient unobligated funds are not available, the resigning member shall be placed on a list of members requesting repayment. The Membership Chairman shall maintain the list in the order in which letters of resignation are received and accepted by the Club as determined by the postmark on the letters. As unobligated funds become available, the sums made available shall be paid by the Club to the former members upon submission of their Certificate of Membership in the order of their appearance on said list.
- (d) In no event shall the sum paid to a former member exceed the initial refundable cost of said former member's membership fee.
- (e) At the start of any year, if the Club has a list of resigned members due refunds, the Board shall obligate a portion of that year's dues and fees for repayment of a minimum of 2 members on the list.
- (f) If the Club is unable to make a repayment because it does not have the current address for a member (e.g. returned certified letter with no forwarding address), that member will be deleted from the list.

Section 7. After April 30th, memberships that have made no payment towards their dues for that season will not be counted against the maximum of 350 members permitted by Section 1, supra. If a waiting list exists on May 1st, memberships shall be granted in accordance with Section 2 and in order of when the applicant was placed on the waiting list. If the waiting list is exhausted and the number of membership is still under the maximum, then a member who made no previous payment can still pay his dues and retain his membership. However, any member who makes no payment by July 1st will be considered a resigned member and can not rejoin the Club as a new member that year.

Section 8. Any member may apply to the Club by written notification to the Board of Directors at the official address of the Club for temporary relief of dues because of special circumstances, i.e., being out of the area for the summer, serious illness. All request are subject to Board approval. Such members are considered to have temporarily assigned their memberships to the Club and the Board may lease said membership to an applicant on the waiting list. Whenever feasible, such special requests should be received by the Board of Directors by April 1st of that year. In no case will the Board of Directors refund dues that have been paid because of unexpected circumstances arising after the season has begun.

Section 9. Any member failing to fully pay his dues for the season shall be considered a former member. The Board of Directors may consider the application for membership of any former member upon his request and payment of all dues or fees in arrearage. However, the maximum of 350 members permitted by Section 1, supra, shall not be exceeded. If there is a waiting list for membership, the name of any such former member who desires reinstatement shall be placed at the bottom of the waiting list, and said applicant shall wait his turn with other applicants for membership.

Section 10. The rules that the Operations Committee sets forth are intended to protect the safety, health, and privileges of all members. Any violation of those rules may result in physical injuries or in a hostile environment instead of the safe and enjoyable atmosphere that the Board of Directors wants to ensure for all members. Therefore—

- (a) The Board of Directors may upon the recommendation of the pool manager or the Membership Committee suspend the privileges of a member on a membership for up to 30 days for a serious and/or repeated violation of the pool rules.
 - The Board of Directors will immediately notify the primary member(s) of the membership of the suspension.
 - If no primary member can be reached within 2 days, the Secretary will immediately use certified mail to notify the membership of the suspension.
 - Any suspension of seven days or more may be appealed in writing to the Board of Directors, who shall consider such appeal and make a recommendation to the Board at a meeting called for that purpose.
- (b) For the most severe violation of the rules (for example, intentional physical harm to a member of the Club, theft, or vandalism), the Board of Directors may at the recommendation of the Membership Committee cancel the membership of any person upon the return of the prorated share of dues and/or fees paid that year. The canceled member may be reinstated upon appealing and approval of reinstatement by the majority of members eligible to vote and voting at a regular meeting or special meeting for the purpose.

Section 11. All members and associate members in good standing shall be entitled, subject to such reasonable restrictions and regulations as the Board of Directors may from time to time provide to use the facilities of the swimming pool and all park and recreational facilities provided by the Club.

Section 12. The Club shall not act in any manner that is based on prejudice or bias against age, gender, ethnicity, race, creed national origin, or sexual orientation.

Article IV. Meetings

Section 1. The regular annual meeting of members shall be held each year after August 1 and before two weeks after Labor Day at such a time and place as the Board of Directors shall designate.

Section 2. Special meetings of members may be called by the President or Board of Directors and shall be called by the Secretary upon the written request of not fewer than fifteen percent of the total members in good standing.

Section 3. Written notices 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 ten nor more than fifty days before the date of the meeting (except that notice of a meeting to act on an amendment of the Articles of Incorporation, a plan of merger or domestication, a proposed sale of all or substantially all of the assets of the Club, or the dissolution of the Club shall be given not less than twenty five (25) nor more than sixty (60) days before such meeting), either personally or by mail by or at the direction of the President, the Board of Directors, or the Secretary calling the meeting, to each member entitled to vote at such meetings or his designate (see Article V, Section 1.). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Club with postage prepaid.

Article V. Voting

Section 1. At all annual and special meetings each member in good standing shall be entitled to one vote on all matters presented to the membership. If the member is not able to attend and vote in person he may designate an adult family member as defined in Article III, Section 3a, as his representative to vote in his place and agrees to abide by the vote of such designate.

Section 2. Fifteen voting members must be present to constitute a quorum. ~~Unless the vote of a greater number is required by law or these Bylaws, the~~ Unless the vote of a greater number is required by law or these Bylaws, the vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Article VI. Nominations

Section 1. The Board of Directors shall appoint, on or about July 1 of each year, a committee on nominations consisting of five members, to nominate candidates for election as directors. The chairman of the committee shall be elected by the members of the committee, and the committee shall make nominations for directors. Nominees will be chosen from the roster of all members and associate members in good standing. The nominations shall be decided upon by a majority of the entire committee, and a report thereon signed by the chairman shall be filed with the secretary not less than twenty days before the annual meeting at which directors are to be elected. The secretary shall, 15 days prior to the annual meeting, notify the membership by mail of the list of nominees.

Section 2. Nominations may also be made by members of the Club. Such nominations must be in writing signed by not less than five members and filed with the secretary not less than five days before the annual meeting at which the directors are to be elected.

Article VII. Board of Directors

Section 1. The affairs of the Club shall be managed by a Board of Directors.

Section 2. Directors shall be elected at each annual meeting of members, with the exception of those appointed by the Board in accordance with Sections ~~VII.3 and VII.78.~~

~~**Section 3.** To ensure continuity, the Board of Directors by a majority vote shall annually appoint from those elected at the last annual meeting not less than three nor more than four members of that Board to serve on the succeeding Board. These members are not subject to election at the general meeting, but are automatically held over for a second year. No such member may serve more than two consecutive years without standing for election.~~

Section 34. Each Board shall consist of 11 members including those designated by Board action and those elected from the approved list of nominations who received the greatest number of votes at the annual meeting.

Section 45. Directors shall serve for a period of one year, or until their successors are elected and qualify.

Section 56. A majority of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 67. If a director fails to attend regular meetings of the Board of Directors for three consecutive board meetings, or otherwise fails to perform any of the duties devolving upon him as a director, he may be removed from office upon the affirmative vote of three fourths of the members attending in person a meeting of members called for that purpose.

Section 78. When a vacancy occurs on the Board of Directors such vacancy must be filled by the Board of Directors. Vacancies shall be filled by a majority vote of the directors present at the next meeting of the Board.

Section 89. The Board of Directors shall exercise all powers of the Club not specifically committed by the Articles of Incorporation, the Statutes of the State of Virginia, or these Bylaws to the membership.

Article VIII. Meetings of Directors

Section 1. A regular meeting of the Board of Directors should be held at least once a month. The President, or in his absence, the First Vice President, may call a special meeting of the Board of Directors at any time and shall do so upon written request of any three directors. The time and place of each meeting shall be fixed by the president. Notice of each meeting shall be given as the Board of Directors shall from time to time prescribe.

Article IX. Officers

Section 1. The officers of the Club shall be President, a First Vice President, a Second Vice President, a Treasurer, and a Secretary. All officers shall be elected annually by the Board of Directors from its members. The officers shall hold office no more than one month after the annual meeting and the outgoing president, acting as temporary Chairman, shall call the new board no later than one month after the annual meeting to organize and elect officers.

Section 2. The President shall preside at the annual meeting of the members and at all meetings of the Board of Directors. The President shall perform such other duties as customarily pertain to the office of president or as directed by resolution of the Board of Directors. The President shall ensure that the Club makes all required Federal, Virginia, and Fairfax filings. The President shall have at least one year of service on the Board prior to assuming duties as President. No member shall serve as President for more than three consecutive years.

Section 3. The First Vice President shall have and exercise all the powers and authority and duties of the president during the absence of the latter or his inability to act. The First Vice President shall supervise the publication of the Club newsletter and the maintenance of the Club website. The First Vice President shall represent the Club at any pool association meetings, oversee any sister pool agreements, and manage publicity for the Club.

Section 4. The Second Vice President shall have and exercise all the powers, authority and duties of the president during the absence of the later and of the first vice president or their inability to act. The Second Vice President shall be in charge of obtaining adequate liability, employee, and property insurance as well as Director's insurance for the Board of Directors. The Second Vice President shall maintain an inventory of Club possessions for insurance purposes and oversee the proper filing of any insurance claims by the Club. Under the direction of the Board of Directors, the Second Vice President shall recommend (1) safety and health changes to pool rules and staff operating procedures and (2) equipment acquisitions to improve the safety or health of the membership.

Section 5. The Treasurer, under the direction of the Board of Directors, shall: (1) receive, deposit, and account for the current assets of the Club; (2) be in charge of all funds, securities and financial reports of the Club; (3) maintain appropriate records, (4) be responsible for the collection of dues and assessments from members; (5) make payments for all Club liabilities; (6) file all Federal, Virginia, and Fairfax financial, tax, and corporate filings required by law or ensure that they are prepared and filed; (7) submit to the Board of Directors at each regular meeting a statement of financial condition and operating income and expenses of the Club no later than the last day of the preceding month; (8) serve as chairman of the Finance Committee and, with their assistance, present an annual budget with financing recommendations to the Board of Directors; and (9) perform such other duties as customarily pertain to the office of Treasurer. The Treasurer shall be bonded at the expense of the Club.

Section 6. The Secretary shall prepare and maintain full minutes of all meetings of the members and the Board of Directors. The Secretary shall give proper notice of all meetings to the membership and conduct correspondence of the Club. The Secretary shall retain copies of all financial, tax, and corporate filings for a period

of five years and shall make them available for review within seven days by any member submitting such a request in writing. The Secretary shall perform such other duties as customarily pertain to the office of secretary.

Article X. Committees

Section 1. The following standing committees shall be chaired by a Director and consist of volunteer members. The president will appoint Directors to chair the committees at the regular October meeting to take effect at the end of that meeting. The chairman of each committee may appoint a member as Vice-Chair. The Vice-Chair may, at the Chairman's request, attend Board meetings and provide the committee report in the absence of the Chairman. The Vice-Chair will not vote on motions before the Board nor will count towards a quorum unless the Vice-Chair is an elected Board member. Each director not an officer must be a member of at least one of these committees.

- (a) **Operations Committee:** shall
 1. Supervise operations of the facilities;
 2. Prepare rules for the use of grounds and facilities;
 3. Determine who may use the grounds and facilities and under what conditions.

- (b) **Buildings and Grounds Committee:** shall
 1. Plan for and supervise all the construction, technical operation, and repair of all corporate facilities;
 2. Be responsible for procuring and maintaining all expendable equipment including furniture, light bulbs, amplifier equipment, recreation and pool operation equipment;
 3. Supervise maintenance of satisfactory appearance of building and grounds.
 4. Inspect regularly the Club property
 5. Formulate and maintain an annual and five-year maintenance and recapitalization plan for consideration in budget development.

- (c) **Membership Committee:** shall
 1. Maintain a correct and complete membership record including current addresses;
 2. Maintain a membership waiting list, receive applications, sell new memberships, and any other actions required;
 3. Maintain the resigned members list as provided for in Section 6 of Article III.
 4. Investigate charges of misconduct and other activities prejudicial to the best interest of the Club and report such findings to the Board of Directors in instances where denial of use of Club facilities is recommended.

- (d) **Activities Committee:** shall
 1. Provide a program of Club parties and other recreation activities for the members;
 2. Provide a program that allows members to sponsor private parties at the Club.

- (e) **Concession Committee:** shall
 1. Provide for on-site refreshments and snacks.
 2. Support concessions for recreation activities and swim and dive meets.

- (f) **Swim & Dive Team Committee:** shall
 1. Consist of at least one Swim Team Representative and at least one Dive Team Representative who will represent the pool teams with the governing entities;
 2. Recommend Swim and Dive Team Representatives to be appointed by the Board in consultation with the swim and dive team participant members
 3. Recruit candidates for Head Coach and Assistant Coach positions and present their recommendations to the Board for approval;
 4. Coordinate volunteers to support swim team activities.

Section 2. Actions taken by the standing committees shall be valid until the next meeting of the Board of Directors at which time they will be reported to the board which will either reject them or adopt them as its own action.

Section 3. The president shall constitute and appoint such other committees as he shall deem necessary or expedient for the welfare of the Club.

Article XI. Property and Finances

Section 1. The Club is authorized to incur obligations in excess of its unobligated assets for capital improvements with approval of two thirds of the Board of Directors present and voting at a regularly scheduled meeting. The members of the Club shall be informed of any capital expenditure(s) within 60 days of such authorization.

Section 2. A decision to incur an obligation or expenditure of the corporate assets not included in the approved budget in excess of \$250 requires the approval of the Board of Directors.

Section 3. Tangible personal property of the Club may be transferred only after two thirds of ~~all the~~ directors shall have approved such transfer. The transfer of real property requires approval of a majority of members at a meeting specially called for the purpose of considering such transfer.

Section 4. All funds of the Club shall be deposited in such qualified depository or depositories as the Board of Directors may from time to time by written resolution designate and shall be so deposited within one week of their receipt.

Section 5. When circumstances so require it, a financial secretary shall be selected from among the members of the Board of Directors and shall serve under the Finance Committee.

Section 6. Disbursements of funds of the Club in excess of \$1,000 shall be made by checks signed by the Treasurer when properly verified by the duly designated committee chairman within the limitation of the previously approved budget. Scheduled payments verified by the duly designated committee are the only exception to this rule.

Section 7. The funds of the Club, except those on deposit as provided in Section 4, supra, and except those utilized in redeeming initial membership fees, as provided in Article III, or used in acquiring recreational facilities may be invested only in obligations backed by an instrumentality of the United States Government. They may not be loaned to or invested with any officer, director, or member of the Club, or with any person.

Section 8. The Board of Directors shall cause the books of the Club to be audited annually ~~within two months after the close of each fiscal year~~ by auditors selected by the Directors. Such auditors shall not be Directors of the Club. A copy of the auditors' report shall be provided to the members each year.

Article XII. Compensation

Section 1. Normally, Directors shall serve without compensation. However, the Board may pay reasonable compensation to members, Directors, and Officers for direct labor and services rendered.

Article XIII. Fiscal Year

Section 1. The fiscal year of the Club shall be from ~~January 1 to December 31, October 1 to September 30.~~

Article XIV. Rules of Procedure and Order of Business

Section 1. Except as otherwise provided in these Bylaws, the meetings of the Club shall be conducted in accordance with Robert's Rules of Order (as revised).

Section 2. The order of business at regular meetings of the Board of Directors and the member shall be:

- A. Reading and approval of the minutes of the previous meeting.
- B. Standing committee reports.
- C. Special committee reports.
- D. Old business.
- E. New business.

Article XV. General

Section 1. All powers, authority, duties, and functions of the members, directors, officers, and employees of the Club shall be exercised in strict conformity with applicable provisions of law and regulation, and of the Chapter and Bylaws of the Club.

Section 2. Copies of the organization papers of the Club, its Bylaws, and the membership books of the Club shall be preserved in a place of safe keeping. Returns of elections and proceedings of all meetings of the directors and members shall be recorded in the minute books. The minutes of all meetings shall be signed by the President and Secretary, or by those persons acting in their places.

Section 3. In October of each year the outgoing president of the Board of Directors shall prepare and mail an annual operating report to the members.

Section 4. A lifeguard on duty at the Club's facilities: shall be responsible for enforcing the regulations of the Club; is authorized to deny the use of and/or expel from those facilities any person determined by the lifeguard to be violating these regulations or committing any act ~~of emission~~ or omission detrimental to the health or safety of the members; and shall report any person, denied the use of and/or expelled from these facilities to the Board of Directors for further action as may be appropriate.

Section 5. Parents, guardians, sponsors, and others bringing children to the Club facilities are responsible for their safety and behavior.

Section 6. Persons listed as the legal possessor of a membership shall be responsible for explaining the bylaws and other regulations of the Club to other persons listed under the memberships and guests.

Section 7. These bylaws shall be interpreted by the Board of Directors whenever questions arise and the decision of the Board shall be final.

Article XVI. Amendments

Section 1. Amendments to these Bylaws may be adopted by the affirmative vote of two thirds of the directors present at a regular meeting of the Board of Directors. Members shall be notified of such amendments within ten days after adoption by the Board of Directors. Such amendments shall be effective until rejected by a majority vote of the voting members present in person at a regular or special meeting of the membership.

Section 2. Amendments to these Bylaws may also be adopted by the affirmative vote of two thirds of the voting members present at the annual meeting or at a special meeting of the members called for the specific purpose of amending the Bylaws, provided that the members be notified in writing of the proposed changes not less than ten days prior to such a meeting; and, further provided that if adopted all members receive notification of the amendment within ten days after adoption.

Regulations Governing the Transfer of Membership

Resigned members holding certificates with a refundable value (\$425, \$350, \$150) would be entitled to sell or transfer their certificate in accordance with their terms and conditions agreed between the resigned member and the purchaser. However, two stipulations would apply. First, any such transfer would be subject to the written approval of the Board of Directors and, second, both the buyer and the seller would waive all rights for future refunds.

Resigned members holding nonrefundable certificates would only be able to sell or transfer their memberships in connection with selling or renting out their home. Again, any such transfer would be subject to Board approval, and would result in both the buyer and seller waiving any rights to future refunds.

Waivers

No waiver, whether expressed or implied, of any breach or default, under these Bylaws or under published rules of the Club, shall be deemed a waiver of any subsequent breach or default thereafter.

Amendments

~~Each Board of Directors is subject to previous Board Actions unless a further board votes specifically to overturn or repeal a subject action.~~