

RAVENSWORTH FARM SWIM & RACQUET CLUB, INC.
Springfield, Virginia

These by-laws have been amended and updated by the General Membership October 23, 2007. Previous copies are rescinded.

ARTICLE I

CORPORATE TITLE AND PURPOSE

Section- 1. TITLE - This Corporation shall be known as the Ravensworth Farm Swim & Racquet Club, Inc., or by such other name as shall, from time to time, be chosen by the membership.

Section-2. PURPOSE - The primary purpose of this non-profit Corporation is to build, maintain, operate and develop a swimming pool in the Ravensworth Farm area, Springfield, Virginia, for the use of its members, their families and authorized guests. Other recreational facilities may be constructed, maintained and operated as are authorized in accordance with Article XI and not elsewhere prohibited by these By-Laws. In no case shall dining facilities, other than facilities for light refreshment, be provided on any premises under the control of the Corporation nor shall alcoholic beverages, such as distilled spirits, wines, or beer be served or permitted to be consumed on such premises except during adult activities authorized by the Board of Directors.

Section 3. CONTROL - This Corporation is not controlled by, or under common control with, any other organization.

ARTICLE II

MEMBERSHIP

Section 1. AREA - The Board of Directors is authorized to accept for membership in the Corporation residents of the various sections of Ravensworth Sub-division. The Board shall have discretion to determine what constitutes this area.

Section 2. MEMBERSHIP OUTSIDE AREA - In the event that there are insufficient applications for membership from residents of the area described in Section 1 of this Article, the Board of Directors is authorized to accept for membership in the Corporation, nonresidents of said area in a number not to exceed two hundred (200). The Board of Directors may, in its discretion, from time to time waive this limitation

Section 3. NUMBER OF MEMBERS - The total number of members of the Corporation at anyone time shall not exceed four hundred and fifty (450).

Section 4. MEMBERSHIP PRIVILEGES - Membership privileges shall not be accorded until an applicant has filed with the Board of Directors, or its designated agent for receiving such applications, an application form prescribed and furnished by the Board, made payment of the prescribed membership fee and received formal approval for membership by the Board of Directors. In certain cases applicants may be placed on a waiting list, as provided in Section 5 of this Article. Membership privileges shall be held by the applicant and his or her spouse, and children and others living with the applicants on a regular basis.

Section 5. WAITING LIST - In the event that the active membership list is filled, as provided in Sections 2 and 3 of this Article, or in the event that the number of applicants for membership would, if approved, exceed the limitations provided in Sections 2 and 3 of this Article, such applications, as would, when approved, exceed the said limitation, shall be placed on a waiting list and admitted to membership in the following order of precedence: Residents of the various sections of Ravensworth Sub-division, as prescribed in Section 1 of Article II, beginning with those who have been on the waiting list for the longest period of time, shall be offered membership. After all residents of Ravensworth Sub-division on the waiting list have been offered membership, non-residents on the waiting list, beginning with the non-residents who have been on the waiting list the longest, shall be offered membership.

ARTICLE III

SURRENDER OF MEMBERSHIP

Section 1. LIMITED TRANSFERABILITY OF MEMBERSHIP - Membership in the Corporations shall not be transferable except in connection with the sale or lease of the personal residence. In all other situations, a member who is terminating their membership must transfer the membership to the Board.

Section 2. CANCELLATION OF MEMBERSHIP - The Board of Directors, at its discretion and for good and sufficient cause, may cancel the membership of any member. The Corporation will not be obligated to return any portion of dues paid, or any other amounts. The member may be reinstated by the affirmative vote of a majority of the members at a regular meeting.

ARTICLE IV

MEETINGS

Section 1. REGULAR MEETINGS – Two regular meetings shall be held each calendar year, one in the Spring and one in the Fall, at such time and place as the Board of Directors shall designate.

Section 2. SPECIAL MEETINGS - Special meetings of the members may be called by a majority of the Board of Directors. In addition, upon a written request of not fewer than one hundred (100) members, a special meeting shall be called by the Secretary within thirty (30) days subject to the availability of a meeting place.

Section 3. NOTICE OF MEETINGS - Not less than ten (10) nor more than fifty (50) days before the date of an annual or special meeting of the members, the Secretary shall cause written notice thereof to be mailed or delivered to each member at the address appearing for such member on the records of the Corporation. In lieu of mail or other delivery, notice may be made by e-mail, and/or a posting to the RFSRC website, or by telephonic or other electronic notification. Each member shall be notified that they may, in lieu of attending the meeting, submit a proxy designating another member to vote for them. When a special meeting is called the membership shall be informed in writing of the business to be acted upon and the action at the special meeting shall be limited to such business.

Section 4- QUORUM -At any annual or special meeting, twenty-five members, either present or by written proxy, are required to constitute a quorum.

Section 5. WAIVER - Every member who fails to attend, either in person or by his proxy thereunto authorized in writing, shall by such failure waive the right to be present, and thereby signal his consent to the transaction of such business and his ratification of the action of the majority of those members acting either in person or by proxy at such meeting.

Section 6. VOTING - Each member of the Corporation in good standing shall have the right to vote at any regular or special meeting of the membership. Votes may be cast in person or by proxy in writing.

Section 7. RULES OF ORDER - The rules contained in Roberts Rules of Order Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or special rules of order of the Corporation.

ARTICLE V

I. ELECTION AND REPLACEMENT OF DIRECTORS

Section 1. NUMBER - The affairs and business of the Corporation shall be managed by a Board of Directors of 10 members.

Section 2. ELECTION - Directors shall be elected from the members of the Corporation. Election shall occur annually at the regular Fall meeting of members. Each member in good standing shall be entitled to one vote for each seat to be filled.

Section 3. TERM OF OFFICE - The Board of Directors shall be elected for terms of two years, on a rotating basis, five members being elected one Fall and five members being elected the next Fall. The term of office shall begin at the Fall meeting. Departing Board members, to the extent feasible, shall facilitate a smooth transition to their successor.

Section 4. DUTIES OF DIRECTORS - The Board of Directors shall have the control and general management of the affairs of the Corporation. Such Directors shall in all cases act as a Board, regularly convened and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they deem proper, not inconsistent with these By-Laws and the laws of the State of Virginia.

Section 5. FAILURE TO PERFORM DUTIES – If a Director fails to attend three (3) consecutive regular meetings of the Board of Directors without good cause or otherwise fails to perform any of the duties devolving upon him as a Director, his office may be declared vacant by the Board of Directors and the vacancy filled-as herein provided.

Section 6. REMOVAL - Any Director of the Corporation may be removed from office by the affirmative vote of a majority of the voting members of the Corporation 'present in person or by proxy in writing at a meeting called expressly for that purpose, with or without cause.

Section 7. VACANCIES IN BOARD OF DIRECTORS - Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A person appointed pursuant to the authority granted in this Section shall serve until the end of the term of the member they are replacing.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. REGULAR MEETING - A regular meeting of the Board of Directors shall be held at least once a month.

Section 2. SPECIAL MEETINGS - The President, or in his absence, the Vice-President may call a special meeting of the Board of Directors at any time and shall do so upon the written request of a majority of Directors.

Section 3. NOTICE OF MEETINGS -Notice of each meeting shall be given as the Board of Directors may from time to time prescribe. The time and place of each meeting shall be fixed by the President.

Section 4. QUORUM OF DIRECTORS - A majority of the number of Directors fixed -by the By-Laws shall constitute a quorum for the transaction of business.

Section 5. VOTING - At all meetings of the Board of Directors, each Director shall have one vote. Except as otherwise prescribed in these By-Laws, decisions shall be determined by a majority.

ARTICLE VII

OFFICERS

Section 1. - NUMBER - The Officers of this Corporation shall be a President, a Vice President, a Treasurer and a Secretary.

Section 2. ELECTION -Officers shall be elected annually by the members at the annual meeting of the members. Officers so elected shall be members of the Board of Directors.

Section 3. DUTIES OF PRESIDENT - The President shall preside at the annual meeting of the members and at all meetings of the Board of Directors. He shall cause to be called regular and special meetings of the members and Directors in accordance with these By-Laws. He shall appoint, and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Corporation, other than the duly appointed officers, subject to the approval of the Board of Directors, unless such authority be otherwise delegated by the Board of Directors. He shall see that the books, reports, statements and certificates required by the Statutes are properly kept, made and filed according to law. He shall enforce these By-Laws and perform all duties incident to the position and office of President as are required by the By-Laws.

Section 4. VICE-PRESIDENT - The Vice-President shall have and exercise all the power, authority, and duties of the President during the absence of the latter, or his inability to act. The Vice-President shall supervise the filing of all reports required by law including the annual report of the Corporation to be filed with the State Corporation Commission each calendar year.

Section 5. TREASURER - The Treasurer shall have the care and custody of and be responsible for 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. The Treasurer will prepare and submit at each regular meeting of the Board of Directors a financial statement of the condition of the Corporation as of the last day of the preceding month, and shall make a full financial report at the annual meeting of the members. The Treasurer shall prepare such tax reports and information returns as local, state and federal laws may require.

Section 6. SECRETARY - The Secretary shall prepare and maintain full minutes of all meetings of the members and of the Board of Directors. The Secretary shall give proper notice of all meetings of the members; and conduct the correspondence of the Corporation.

Section 7. OTHER DUTIES - All Officers shall perform such other duties, in addition to those prescribed in this Article, as they may be directed to perform by resolution of the Board of Directors. In addition, by agreement of the Board of Directors, the duties prescribed by this article to be performed by a specific officer may be performed by a different officer.

Section 8. TEMPORARY ABSENCE OF OFFICERS - When an Officer is absent or is otherwise unable to perform the duties of his office, the Board of Directors may, by resolution, designate another member of the Board of Directors to act temporarily in his place.

Section 9. REMOVAL - Any Officer of the Corporation may be removed from office by the affirmative vote of a majority of the Directors present at a regular or special meeting of the Board of Directors, but only after- an opportunity has been given to the Officer to be heard.

Section 10. BOARD MEMBERS WHO ARE NOT OFFICERS -Board members who are not officers shall, as a general rule, fill a defined role. Examples of defined roles are (1) swim team representative, (2) dive team representative, (3), director of tennis operations and activities, (4) concessions manager, (5) director of membership, (6) director of maintenance operations. The Board can re-determine these roles from time to time as it sees fit.

ARTICLE VIII

STANDING COMMITTEES

Section 1. MAINTENANCE COMMITTEE - A Maintenance Committee shall be appointed by the Vice President, or such other officer as the Board of Directors may agree upon. The Chairman of this committee shall be the Vice President, or such other officer as the Board of Directors may agree upon. Members of the Committee shall be appointed from among the Directors and members. When constituted, this committee shall contract for, and be responsible for, maintenance of the facilities of the Corporation, subject to the will of the Board of Directors.

Section 2. OTHER COMMITTEES - The President shall be authorized to appoint such other special committees from the Directors re members as he or she shall deem necessary or expedient for the welfare of the business of the Corporation.

Section 3. VALIDITY - 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 4. SUBCOMMITTEES - The Chairman of each -standing committee may appoint advisory subcommittees from among the members of the Corporation.

ARTICLE IX

PROPERTY AND FINANCE

Section 1. AUTHORIZED CONTRACTS - Except for the original construction of the swimming pool and attendant facilities, the Corporation is not authorized to contract for any obligation in excess of its unobligated assets.

Section 2. OBLIGATION OF ASSETS - Any obligation of the Corporate assets requires the prior approval of the Board of Directors.

Section 3. PERSONAL PROPERTY - Personal property of the Corporation may be acquired or disposed of only with the approval of the Board of Directors.

Section 4. REAL PROPERTY - Real property of the Corporation may be sold, transferred, or encumbered only after a vote of more than two-thirds of the members of the Corporation who are present, either in person or by written proxy, at a meeting of the members called by the Board of Directors for that purpose, of which meeting notice in writing shall be given each member of the Corporation, by serving the same on him personally or by mailing it, addressed as his address appears on the books of the Corporation not less than twenty five (25) nor more than fifty (50) days prior to such meeting, which notice shall state the time and place of the meeting and its object.

Section 5. DEPOSITORIES AND INVESTMENTS - The funds of the Corporation shall, except when invested in obligations of the United States Government, be deposited only in National Bank, State Banks, or trust companies, the deposits of which are insured by the Federal Deposit Insurance Corporation. The Board of Directors will designate the qualified depository or depositories.

Section 6. DISBURSEMENTS - All disbursements of the Corporate funds shall be made by checks signed by any two of the following officers President, Vice-President, Treasurer; and Secretary, provided however, that the Board of Directors may by resolution provide for the establishment of a separate account for the concession stand. Disbursements from the concession account require only the signature of the Board Member responsible for concessions, but the bank statement shall be examined and balanced by the Treasurer.

Section 7. FIDELITY BOND - The Board of Directors will secure the faithful performance of the Treasurer and at least one other officer listed in Section 6, immediately above, by means of an adequate fidelity bond.

Section 8. AUDIT - The accounts of the Corporations shall be audited annually by a method to be specified by the Board of Directors. The report of this audit is to be presented at the annual meeting.

Section 9. DEFERRED MAINTENANCE -A deferred maintenance reserve shall be established and adjusted annually in amounts sufficient to permit timely and orderly replacement of the facilities of the Corporation.

ARTICLE X

DUES, GUEST FEES, AND OTHER FEES

Section 1. DUES - Annual dues for members shall be set each year by the Board of Directors, but in no event can be increased by more than 20% over the previous year's dues without approval of 2/3 of the members present, either in person or by written proxy, at the Spring general membership meeting.

Section -2. GUESTS - Members are entitled to bring guests, except that residents of the Ravensworth sub-division cannot be admitted to the premises as guests. Members must be present when their guests are at the pool, except where authorized by the Pool Manager or a Director. The fees for guests will be set by the Board of Directors. The Board of Directors has the right to determine the permissibility of, and, if permissible, the applicable guest fee, if any, of arrangements where non-member childcare providers accompany children of members to the pool.

Section 3. SUSPENSION AND FORFEITURE - Dues for the current year, including all penalties and/or assessments from the previous seasons, are payable each year on or before May 15. The Board is permitted to allow a brief grace period after this date. The Board of Directors, at its discretion, may reinstate any member upon request and payment of all dues and penalties overdue.

Section 4. LATE FEES - In the event that any dues are not paid by May 15, or, if later, the end of the grace period discussed in Section 3, immediately above, a late fee shall be charged. Such late fee shall not exceed ten (10) percent of the dues. The late fee may be waived upon showing of good cause.

Section 5. NEW MEMBERS FEE -There shall be a one-time fee of not to exceed 10% of that year's membership fee charged to new members (the "membership fee") for processing the request for membership and issuing the membership certificate. In addition, at times when the Corporation has the maximum number of members, the Board of Directors will establish each year, effective December 1, an additional fee to be charged new members for memberships sold by the Board, and this amount shall be paid to the surrendering members.

Section 6. WAIVER - Members of the Board of Directors are not required to pay annual dues.

ARTICLE XI

EXTENSION OF FACILITIES

Section 1. GENERAL - Any extension of the existing facilities shall be approved by a majority of the voting members present, either in person by proxy in writing, at a regular meeting or at a special meeting of the members called for this purpose.

ARTICLE XII

GENERAL

Section 1. RESTRICTION OF POWERS AND DUTIES - All power, authority, duties, and function of the members, Directors, Officers and employees of the Corporation shall be exercised in strict conformity with applicable provisions of law and regulations and of the Articles of Incorporation and By-Laws of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer of the Corporation, member or other private individual or corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation.

Section 2. DISSOLUTION - In the event of dissolution of the Corporation, any of its assets which may remain after payment and/or satisfaction of all proper claims and demands then existing against the Corporation and after payment of the existing book value of membership certificates to each member, shall be distributed to and among one or more corporations, trusts, funds or foundation organized and operated exclusively for charitable or educational purposes which shall qualify as a tax exempt organization of the type described in Section 170(c) of the Internal Revenue Code, 1954 or subsequent legislation. Except in their capacity as members as provided in this Section of the By-Laws, no Director, Officer of the Corporation or any other individual has or shall have any right, title or interest in the remaining assets of the Corporation. The organization to which such remaining assets shall be distributed shall be selected at the sole discretion of the Board of Directors.

Section 3. As stated in Article VII, Section 5, the Treasurer shall make available to the members a financial statement at the annual meeting.

Section 4. INVENTORY - The Board of Directors shall cause an inventory of the Corporation property to be taken at the opening and close of each season, and at such other times as is deemed necessary.

Section 5. CORPORATION PAPERS - Copies of the organization papers of the Corporation, its By-Laws and any amendments thereto, and the membership records of the Corporation shall be preserved in a place of safekeeping. 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 those acting in their places.

Section 6. ASSESSMENTS - The Board of Directors is authorized to levy an assessment against each member in a sum not to exceed that amount approved by an affirmative vote of a majority of the voting members present either in person or by proxy in writing at a duly held meeting.

Section 7. USE OF CORPORATION FACILITIES - At the discretion of the Board of Directors or their delegates, use of the Corporation facilities may be denied to any person violating operating rules and regulations of the Corporation. The Board of Directors or their delegates shall determine the duration of the denial of use of the Corporation facilities. In cases of severe infraction of the By-Laws, Rules, or Regulations, the Board of Directors may, for good and sufficient cause, impose further or permanent expulsion as a punishment, but only after the member, dependent, guest, whose rights or privileges are involved, has been given an opportunity to be heard. The Pool Manager, on-duty manager or a current Pool Board Member, may temporarily deny a member the right to use the Corporation facilities; such temporary suspension of membership should be reviewed by the Board of Directors at the earliest opportunity.

Section 8. RESPONSIBILITY FOR CHILDREN - Children shall be permitted to use corporate facilities on the basis of their own membership or the membership of their parents, guardians, sponsors, or others bringing them. Parents, guardians, sponsors, and others bringing children to the Corporate facilities are responsible for their safety and behavior.

Section 9. CORPORATION'S BY-LAWS, RULES AND REGULATIONS - The owner and/or owners of a membership certificate shall be responsible for being aware of, and for explaining the Corporation's By-Laws, Rules and Regulations to all members of their household entitled to use Corporation facilities.

ARTICLE XIII AMENDMENTS

Section 1. These By-Laws may be amended at any regular meeting or at a special meeting of the members called for this purpose by two-thirds of the members present, either in person or by proxy in writing, provided:

- a. That the amendments have been approved by the Board of Directors; or
- b. That the amendments have been proposed in writing and signed by twenty-five (25) members in good standing.