

LITTLE HUNTING PARK, INCORPORATED
FAIRFAX COUNTY, VIRGINIA
BYLAWS
(As Revised March 2015)

ARTICLE I - NAME

The name of this organization shall be Little Hunting Park Incorporated, hereinafter to be referred to as the Park.

ARTICLE II - PURPOSE

The purpose for which the Park is formed shall be:

- a. To construct, operate and maintain a swimming pool and wading pool with all necessary facilities appurtenant thereto for the use and benefit of its members and their families.
- b. To construct, operate and maintain tennis and basketball courts with all necessary facilities appurtenant thereto for the use and benefit of its members and their families.
- c. To develop, operate and manage park and playground facilities for its members and their families.
- d. To lease, own and manage real and personal property for recreation purposes for its members and their families.
- e. To construct and manage any structures necessary to the foregoing purposes in the County of Fairfax and the Commonwealth of Virginia.
- f. To promote fellowship among its members.

ARTICLE III - MEMBERSHIP

Section 1. Membership in the Park is:

- a. Established by the purchase of a certificate of membership (not a stock certificate) from the Park or authorized transfer of a certificate of membership in the manner prescribed by the board, and
- b. Maintained in good standing by the prompt payment of all charges and assessments, and

c. Upon approval by the Board, may be sold or transferred to a new member or may be returned to the Park.

Section 2. Membership in the Park may be of two types: single or household. Single membership is limited to an adult for his own use. Household membership includes the member and residents of his or her household. A resident is described as a person or persons living within the household and having no other residential address.

Section 3. Each application for membership must be made in writing, in such form as prescribed by the Board of Directors, and must be approved by a majority of the Board of Directors, present and voting, at a meeting of the Board.

Section 4. Each membership shall be entitled to one vote in the affairs of the Park.

Section 5. Memberships must not be sold, transferred, or returned except by approval of the Board.

a. Sales, transfers and returns of memberships must be by written instrument, in such form as prescribed by the Board of Directors, and must be approved by a majority of the Board, present and voting, at a meeting of the Board. Any obligation outstanding against a membership must be satisfied before its sale or transfer will be approved.

b. All benefits shall continue to accrue to a member and all obligations of the member shall continue to be the responsibility of the member until his share is actually sold, transferred, or returned to the Park.

c. The Board of Directors shall from time to time set a fair value for memberships in the Park, and all sales made by the Park shall be made at this price.

d. The Board shall not allow more than 600 certificates of membership to be issued to members.

Section 6. A person may, for good cause and after an opportunity for a hearing, be suspended for a period not to exceed three months by a majority vote of the entire membership of the Board of Directors, or expelled by a two-thirds (2/3) vote of the entire membership of the Board of Directors. The Board of Directors shall be the judge of whether the conduct of any person warrants suspension or expulsion. The actions of one person of a

household membership may be cause, in the discretion of the Board of Directors, for the suspension or expulsion of the entire household. Good cause for suspension or expulsion shall consist of any of the following:

- a. Failure to pay dues or other obligations owing to the Park.
- b. Violation of the Bylaws or the rules and regulations of the Park.
- c. Conduct unbecoming a lady or gentleman.
- d. Conduct that will tend to cause strife and disrupt harmony among the members of Park.
- e. Conduct contrary to the best interest of the Park.

Section 7. Persons and memberships may be suspended or expelled by the entire Park membership in like manner as by action of the Board, including required notice of hearing, limits of suspension, voting requirements, and good cause.

Section 8. Notwithstanding anything herein to the contrary, any membership will automatically terminate without action of the Board or the membership if annual dues are unpaid for two (2) or more consecutive years. After the due date for membership dues, the board will notify the primary member in writing of termination for failure to pay dues. Notice to the defaulting member shall be sent by first class mail to the member's address of record. Actual failure of the defaulting member to receive the notice for any reason will not void the automatic termination.

Section 9. Suspension, termination or expulsion shall not relieve a member of any financial obligation to the Park. In the event of expulsion or termination, the Park shall offer the membership for sale at the stated price (Article III, Section 5). The affected member shall be paid the balance, if any, of the proceeds of such sale after deducting therefrom any indebtedness due the Park including but not limited to unpaid annual dues for the two years leading to an automatic termination.

ARTICLE IV - MEETINGS OF THE MEMBERSHIP

Section 1. The annual meeting of the Park's membership shall be held as follows:

a. The Board of Directors will determine the place and time of the meeting. The meeting shall be scheduled no later than the second to last Saturday that the swimming pool facilities are open for general membership use in each calendar year.

b. Thirty (30) members eligible to vote shall constitute a quorum.

c. If no quorum is present, an adjournment must be taken to a date not fewer than seven (7) nor more than fifteen (15) days thereafter, and the members present at any such later meeting shall constitute a quorum, regardless of their number. In no event shall the annual meeting occur later than September 30.

d. The order of business at annual meeting shall be:

1. Ascertainment that a quorum is present.
2. Minutes of the last annual meeting.
3. Report of the treasurer.
4. Report of the president.
5. Motion(s) brought by the Board (if any)
6. Motion(s) from the floor (if any)
7. Election of Directors by secret ballot.
8. Adjournment

Section 2. A special meeting of the Park's membership may be called by the Board of Directors as follows:

a. The Board of Directors will determine the place and time of the meeting.

b. Thirty (30) members eligible to vote shall constitute a quorum.

c. If no quorum is present, an adjournment may be taken to a date not fewer than seven (7) nor more than fifteen (15) days thereafter, and the members present at any such later meeting shall constitute a quorum, regardless of their number.

d. The order of business at a special meeting called by the Board of Directors shall include:

1. Ascertainment that a quorum is present.
2. Report(s) (if any)
3. Motion(s) brought by the Board (if any)
4. Adjournment

Section 3. A special meeting of the Park's membership shall be called by member petition as follows:

a. The Board of Directors must hold the meeting at the Little Hunting Park within fifteen days after receipt by the president of a valid petition. Valid petitions must state the motion to be on the meeting agenda, be on paper, and signed in ink by no fewer than fifty (50) members eligible to vote. Only one motion may be made per petition.

b. Fifty (50) members eligible to vote shall constitute a quorum.

c. If no quorum is present, the meeting shall be canceled.

d. The order of business at special meeting called by member petition shall be:

1. Ascertainment that a quorum is present.
2. Motion included in the petition (copied verbatim)
3. Adjournment

Section 4. At least seven (7) days before the date of any annual or special meeting of the members, the secretary shall cause written notice thereof to be either handed to each member in person, mailed to each member's address as it appears on the records of the Park, or sent to the member's email address as provided by the member to the Park. Written notice of a special meeting shall state the motion on the agenda and that no other business may be conducted.

Section 5. Members in good standing shall be eligible to vote at any duly held meeting of the members. Each membership shall be entitled to one vote. A household membership vote may be cast by any member of the household who is at least eighteen (18) years old.

Section 6. Except as otherwise provided in the Bylaws, Robert's Rules of Order Newly Revised shall be observed in the conduct of all meetings of the members.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of nine (9) members who shall serve three year terms, three (3) terms to begin each year. All of the Directors shall be members of the Park.

Section 2. At each annual meeting, elections shall be held to replace those Directors whose terms are expiring including any who have been appointed by the Board to fill an unexpired term under Section 3. Newly elected Board members shall take office at the first Board meeting in October.

Section 3. Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining Directors present and voting; but any Director so elected shall hold office only until the next annual meeting. If elected by the membership, the Director will serve the remaining portion of the term of that board membership.

Section 4. No Director shall serve consecutively more than one full term and the unexpired portion of another term which he or she may be elected to fill under Section 3. No Director shall be eligible to run for re-election for a period of one year following the expiration of his or her term or terms.

Section 5. If a Director fails, without good cause as determined by the Board, to attend regular meetings of the Board of Directors for three consecutive months, or otherwise fails to perform any of the duties evolving upon him as a Director, the Board may, after granting the Director an opportunity for a hearing, declare his office vacant and fill the vacancy as provided in Section 3 of this Article.

Section 6. When an officer is absent, disqualified, or otherwise unable to perform the duties of his office, a majority of the Board of Directors present and voting may designate another member of the Park to act temporarily in his place.

Section 7. In addition to any other provision(s) of these Bylaws, any Director or officer of the Park may be removed from office by the affirmative vote of two-thirds (2/3) of the members present at a special meeting held for this purpose, but only after an opportunity to be heard has been given him or her.

ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular meetings of the Board of Directors shall be held at least once each month at a time and place fixed by the Board. Meetings of the Board shall be open to the membership; however, only Board members are eligible to vote. The secretary shall ensure written notice of all meetings of the Board of Directors is sent to each member of the Board either by

email or postal mail to his address as it appears on the records of the Park, or handed to the member.

Section 2. The president, or in his absence the vice-president, may call a special meeting of the Board of Directors, and shall do so upon the written request of three (3) or more Directors.

Section 3. The Board of Directors may hold meetings via telephone or video conference upon agreement of five (5) Directors.

Section 4. The Board of Directors may conduct business via email between monthly meetings under the following conditions: five (5) Directors are required for approval of the motion and each motion will be appended to the minutes of the prior month's meeting.

Section 5. For any meeting of the Board of Directors, five (5) Directors shall constitute a quorum and no business shall be transmitted by the Board unless a quorum is present.

ARTICLE VI - DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall be vested with authority for the general direction and control of the affairs of the Park. In addition to the duties customarily performed by Boards of Directors, the Board of Directors shall:

- a. Act upon all applications for membership.
- b. Fix the amount and character of and approve fidelity bonds required of any persons handling or having custody of Park funds.
- c. Fill vacancies in the Board of Directors as herein provided.
- d. Approve the employment and dismissal, fix the compensation, and prescribe the duties of such employees as may, in the discretion of the Board, be necessary.
- e. Establish and approve rules and regulations for the safe and convenient use of the Park's facilities, and inform all members and other authorized users of the facilities of such rules and regulations.

f. Designate and maintain a registered office and a registered agent.

g. Authorize and supervise investments of the Park.

h. Designate the depository or depositories for Park funds.

i. Fix the amount of all charges and assessments payable by the members of the Park, as well as the amount of any fees for use of the Park's facilities by non-members.

j. Call annual and special meetings of the members of the Park, as herein provided, and establish the time and place of such meetings.

k. Constitute such standing committees as are necessary or expeditious to administer the affairs of the Park, and define the duties and powers thereof.

l. Cause the books and records of the Park to be reviewed annually by a disinterested party selected by the Board, who will report his or her findings with respect to the accounting and financial transactions of the previous fiscal year.

m. Make available to each member a written report of the state of the affairs of the Park after the end of the each fiscal year.

n. Elect, suspend and expel members, as provided herein.

o. Maintain in force planned insurance coverages.

p. Ensure records of the membership of the Park are kept. This includes maintenance of individual membership files, preparation of mailing lists, recording of dues and other membership assessments. Review reports of all membership transfers, sales, and assignments for approval as required by these Bylaws.

Section 2. In addition to the powers provided herein, the Board of Directors shall have such other powers, not inconsistent with these Bylaws or existing statutes, as are necessary for the efficient operation and management of the Park.

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. The officers of the Park shall be a president, a vice-president, a treasurer, and a secretary, all being elected by the Directors. Unless sooner removed as herein provided, officers shall be elected at the October meeting of the Board of Directors, to hold office for a term of one (1) year or until the election of their respective successors.

Section 2. The president shall:

- a. Be the administrative officer of the Park.
- b. Preside at meetings of the members and at meetings of the Board of Directors.
- c. Appoint the members of such committees as are constituted by the Board pursuant to Section 2k of Article VI.
- d. Perform such other duties as customarily appertain to the office of president or as he may be directed to perform by resolution of the Board of Directors not inconsistent with these Bylaws or existing statutes.

Section 3. The vice-president shall have and exercise all the powers, authority, and duties of the president during the absence or disability of the latter.

Section 4. The treasurer shall:

- a. Have custody of all funds, securities, valuable papers, and other assets of the Park, subject to such limitations and control as may be imposed by the Board of Directors.
- b. Provide and maintain full and complete records of all the assets and liabilities of the Park.
- c. Prepare and submit to the Board of Directors, at times specified by same, financial statements showing the progress and condition of the Park.
- d. Bring decisions for insurance coverage to the board for a vote.
- e. Prepare such financial reports and tax returns as are required by Law.

Section 5. The secretary shall prepare and maintain full and correct records of all meetings of the Board of Directors and

of the members of the Park, including complete returns of all elections conducted at such meetings. He shall give or cause to be given, in the manner herein prescribed, proper notice of all meetings of the members; and he shall conduct all correspondence pertaining to his office.

Section 6. In addition to the specific enumerated duties of officers as prescribed herein, any officer shall perform such other duties as customarily appertain to his office or as he may be directed to perform by resolution of the Board of Directors not inconsistent with these Bylaws or existing statutes.

ARTICLE IX - NOMINATING COMMITTEE

Section 1. Prior to the annual meeting of the Park's members, the president shall select a member of the Board of Directors to serve as chairman of the nominating committee. The chairman shall select from the membership of the Park not less than two nor more than four (4) members who are not members of the Board of Directors to serve on the nominating committee.

Section 2. The nominating committee shall nominate from the membership of the Park two (2) persons to fill each vacancy on the Board of Directors. No outgoing member of the Board of Directors may be nominated for re-election except those members completing a partial term.

Section 3. The selections of the nominating committee shall be presented in writing to each member of the Park seven (7) days prior to the annual meeting of the Park.

Section 4. The tally of votes at any election by the members must be made by three (3) members present and voting who are not members of the Board, officers or nominees. Such tally shall be authenticated by those members and the secretary and such authentication shall be made a part of the records of the Park.

ARTICLE X - GENERAL

Section 1. Reports to the Board of Directors by any duly appointed committee shall be presented in writing, signed by the acting chairman and by the acting secretary, if any, of such committee; and all such reports shall become a part of the permanent records of the Park.

Section 2. All books of account, minutes of meetings, committee reports, and other records of this Park shall be available to the members of the Park.

Section 3. In order for Little Hunting Park, Inc., to divest itself of any land, such action must be approved by a majority vote of the members present and voting at a regular or special meeting of the members.

Section 4. A copy of these Bylaws shall be made available to each member of the Park without specific charge therefore.

Section 5. Whenever any notice whatever is required to be given by law, or under the provisions of the certificate of incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XI - AMENDMENTS

Section 1. Amendments to these Bylaws may be adopted by the affirmative vote of two thirds (2/3) of the members of the Board of Directors present and voting at any duly held meeting thereof. Within thirty (30) days of adoption of such an amendment, each member of the Park shall be given written notice thereof via mail or email. Amendments thus adopted shall be effective until and unless they be rejected by a majority vote of the members present and voting at a duly held meeting of Park members.

Section 2. Amendments to these Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the members present and voting at a duly held meeting of the Park.

CERTIFICATION

This is to certify that the amended Bylaws of Little Hunting Park, Inc., were adopted by unanimous vote of the Board of Directors at a board meeting held at Little Hunting Park Pool.

Date of board adoption: _____

President

Vice President

Secretary