



BY-LAWS

BURKWOOD RECREATION ASSOCIATION, INC.

ARTICLE I: NAME OF ASSOCIATION

The name of the Association shall be "Burkwood Recreation Association, Inc." in which name the organization shall be incorporated under Virginia Law.

ARTICLE II: OBJECTIVES

Section 1.

The purpose for which this Association is organized and the powers, in addition to those conferred by law, which it may exercise, are as follows:

- (a) To establish and operate a private club for the use, benefit, and enjoyment of its' members and their qualified guests.
- (b) To cultivate and provide recreational, social, and cultural activities compatible among the Association's members and their qualified guests.

ARTICLE III: MEMBERSHIP

Section 1.

There shall be one class of membership with all members having equal rights and privileges. Within this class, membership shall be designated as either (1) Family, or (2) Single, or (3) 55+ Couple.

- (a.1) Family: Two married adults or a divorced or widowed adult and all dependent children to the age of twenty-six (26) living in the same household or children attending college on a full-time basis. Further interpretation of the definition of Family Membership will be the responsibility of the Board of Directors.
- (a.2) Single: Individual singles age twenty-one (21) or older. The intent of the single membership is to allow unmarried or separated adults to join Burkwood. It is not intended to allow a husband or wife to join while the spouse does not.
- (a.3) 55+ Couple: Married couples with at least one person of the age of fifty-five (55) years old. No dependents will be allowed on the membership.

- (b) When a husband and wife with a family membership become divorced or separated, only one spouse shall retain their family membership. Both husband and wife must advise the Association Business Administrator, which spouse will retain this membership. If husband and wife cannot agree, the family membership may be cancelled at the option of the Board of Directors. The spouse losing the membership may continue with all rights and privileges associated with membership for the remainder of the membership year. Upon the end of the membership year, this same spouse may make application for a single or family membership. In this particular situation, the membership fee will be waived (see Article IV, Section 1(g)). Annual membership dues will be at the prevailing rate.

Section 2.

The membership shall consist of those persons who are interested in carrying out the purposes and objectives of the Association and who shall have submitted a written application signed by him or her and who shall have been approved by a majority of the Board of Directors.

Section 3.

- (a) Dependents of a family membership, who are in good standing, residing in the same household as a member, shall be accorded all the rights, privileges, and benefits of the Association. Any adult member of the immediate family may cast the Association's family membership vote.
- (b) By majority vote of the Board of Directors at a duly called meeting, certain privileges in the Association may be extended to any non-dependent child or relative residing in the home of a family membership, which is in good standing of this Association.

Section 4.

All applications for membership shall be submitted on a form provided by the Association and then submitted for approval by the Board of Directors.

Section 5.

- (a) Family Membership in the Association is transferable and assignable to the spouse of the member with the approval of the Board of Directors. Family Membership in the Association is also transferable and assignable to a child of the member with the approval of the Board of Directors. Any differences between the original fee and the prevailing membership fee and initiation fee, when transferring to a child, must be born by the transferee.
- (b) Single Membership may be upgraded to Family Membership through the normal application procedures and the payment made for the Single Membership may be applied to the Family Membership as stated in Article IV.
- (c) Effective February 5, 2007, a child member that becomes ineligible for family membership as defined in Section 1 may seek individual membership without paying a membership fee (see Article IV, Section 1(g)). In order to join without paying the membership fee, the child member must request separate individual membership within ninety (90) days of the expiration of his or her family membership status (i.e. is no longer considered a dependent child, age of twenty-six (26) living in the same household, or attending college on a full-time basis). These memberships must be approved by the Board and will be subject to annual dues as prescribed elsewhere in these by-laws or at established, prevailing rates.

Section 6.

The Board of Directors shall determine the maximum number of members in the Association at any given time, by majority vote.

Section 7.

- (a) Any member, who fails to pay annual dues as required in Article IV, Section 2, hereof, shall be suspended from using any of the facilities of this Association and shall be denied all other rights, privileges and benefits of this Association until such time as he or she has paid said dues, together with any penalty assessed because of the failure to pay said dues when due. The Board of Directors upon request by a member may approve inactive status for the member wherein the member's dues obligation and right to use Association facilities will be suspended. Inactive status is meant to help members in case of extreme hardship or illness. During the term of "inactive" status a member does not pay dues nor can they use the facilities. Requests must be made in writing and be approved by the Board of Directors. The following restrictions apply:
1. Members may go inactive for a period of no less than twelve (12) months.
 2. In order to reactivate membership, a member must be free of all prior indebtedness to the Club.
 3. Should said member wish to reactivate membership prior to the end of the twelve-month period, the member would be subject to payment of all back dues. Re-activation is subject to approval by the Board of Directors.
 4. If an inactive member wishes to reactivate their membership while the Club is at capacity, they will be placed on the waiting list behind the last listed person.
 5. Privileges of the Club shall be entirely suspended as to such member and their family while such member is inactive.
 6. Members may go inactive for a total of two (2) times during the life of their membership.
 7. The Board of Directors may alter the application of these rules on a case-by-case basis.
- (b) Any member who fails to pay dues within thirty (30) days of the due date(s) shall have his membership suspended or terminated unless the Board of Directors by majority vote for reasonable cause extends such period for payment. In the event of termination of membership involving memberships prior to February 4, 2008, the membership fee must be reimbursed in accordance with Article IV, Section 3, 5, and 6, provided funds are available for such reimbursement.

Section 8.

The privileges of any member of this Association, members of his or her family and guest may be suspended or terminated for actions detrimental to the Association by a majority vote of the Board of Directors. The Board of Directors may set the length of suspension but in no case will it be less than seven (7) days.

ARTICLE IV: MEMBERSHIP FEES AND DUES

Section 1.

- (a) Membership fees for each charter membership shall be \$375.00, payable upon acceptance of application for membership by the Board of Directors. Charter memberships shall be all those accepted by midnight June 15, 1974.
- (b) Membership fees for each membership accepted after June 15, 1974, and before January 25, 1977, shall be \$475.00, payable upon acceptance of the application by the Board of Directors. For applications accepted by the Board of Directors on and after January 25, 1977, a membership fee of \$300.00 and initiation fee of \$175.00 are required, both payable upon acceptance of the application.
- (c) Effective November 1, 1981, through December 1, 1981, applications accepted by the Board of Directors, the membership fee will be \$375.00 and an initiation fee of \$225.00. Effective December 2, 1981, through February 4, 1991, all Family Membership applications accepted by the Board of Directors will require a membership fee of \$475.00 and an initiation fee of \$275.00.
- (d) Effective January 24, 1983, through February 4, 1991, all Single Membership applications accepted by the Board of Directors will require a membership fee of \$250.00 and an initiation fee of \$150.00.
- (e) Effective February 5, 1991, all applications accepted by the Board of Directors will require a membership fee of \$200.00 in addition to an initiation fee to be fixed by the Board of Directors. The amount of the initiation fee to be determined by a majority vote of the Board of Directors will be limited to a minimum of \$750.00 and to a maximum of \$2,000.00.
- (f) Effective June 24, 1993, all applications accepted by the Board of Directors will require a membership fee of \$200.00 in addition to an initiation fee to be fixed by the Board of Directors. The amount of the initiation fee to be determined by a majority vote of the Board of Directors will be limited to a minimum of \$575.00 and to a maximum of \$2,000.00.
- (g) Effective February 4, 2008, all new applications for membership will require a membership fee. The amount of the membership fee, to be determined by a majority vote of the Board of Directors, will be limited to a minimum of \$575.00 and to a maximum of \$2,500.00.

Section 2.

- (a) There shall be annual dues to be fixed by the Board of Directors. These dues shall apply to each membership and shall be payable as determined by the Board of Directors. The first installment equal to one-half the total annual amount due will be due not later than March 15 and the second installment also equal to one-half the total annual amount due not later than June 15, each year. Payment of annual dues entitles all members to full use of all facilities from date of payment through April 15, of the following year. April 15 is considered to be the end of the membership year.
- (b) Annual dues for membership accepted after July may be pro-rated by the Board of Directors. This applies only to the calendar year in which membership is accepted.

- (c) Members may pay annual dues in monthly installments. A service fee to be determined by the Board of Directors shall be added to the monthly dues.

Section 3.

Membership fees outlined in Section 1 of this Article shall be refunded upon voluntary or forced withdrawal, provided funds are available. Initiation fees outlined in Section 1 of this Article are not refundable, except in the case of new members who tender their resignation within thirty (30) calendar days of Board approval of their membership. In the case of extreme hardship, annual dues may be refunded on a pro-rated basis or in another approved manner as determined by the Board of Directors.

Section 4.

Refund of the membership fee, paid by members prior to February 4, 2008, shall be made upon written applications to the Board of Directors, except in the case of forced expulsion, and only if funds are available.

Section 5.

Refunds may be made in lump sum or installments as soon as practicable.

Section 6.

Only the actual membership fee paid by members prior to February 4, 2008 shall be refunded, without interest, and without consideration to enhanced values of Association assets.

ARTICLE V: MEETINGS

Section 1.

- (a) There shall be an annual meeting of the members of this Association on the first Monday in February of each year at a time and place to be designated and notice given by the Board of Directors.
- (b) The quorum for membership meetings shall be twenty-five (25) members holding votes entitled to be cast at such meeting; a majority vote of the members present shall decide any issue presented at the meeting by the President or Board of Directors for that purpose.
- (c) A member in good standing shall have one vote on any issue presented by the President or Board of Directors for that purpose at any membership meeting at which such member is present. Members in good standing are those whose dues are fully paid and who have complied with all rules and regulations of the Association. A family membership is entitled to one vote. Proxy voting will not be permitted at any membership meeting or election. Voting by absentee ballot will be permitted for any membership meeting or election in accordance with paragraph (d) below.
- (d) Voting by absentee ballot will be permitted on published articles of business only. With the exception of published nominations for Board of Director elections, if the absentee ballot is amended in any way by actions on the floor during a called meeting, those articles of business on the ballot are voided. No write-in nominations will be accepted on absentee

ballots. The absentee ballot must be signed by an adult member of the immediate family and display the applicable membership number. Absentee ballots must be cast at the Burkwood Office during normal business hours and before noon on the Saturday prior to the called meeting. In order to assist members who desire to cast absentee ballots, the Burkwood Office will be open from 8 a.m. to 12 noon on the two Saturdays prior to the called meeting. The General Manager will maintain a roster of those casting absentee ballots. The entries on the roster will be made by the member and countersigned by the General Manager or his designee. The roster, as well as all absentee ballots cast, will be maintained for sixty days after the called meeting for which they were cast for auditing purposes.

Section 2.

Special membership meetings may be called by the President, Chairperson of the Board of Directors, or by a majority vote of the members of the Boards of Directors, and shall be called by the President upon the receipt by the Secretary of a petition or petitions signed by members having ten percent (10%) of the votes entitled to be cast at such meeting. Written notice of such a meeting shall be mailed by the Secretary at least thirty (30) days prior to the date of the meeting, and the notice shall state the purpose of the meeting and no other business shall be transacted. The notice shall be mailed to the most recent address of record of each member. It is the responsibility of each member to apprise the Association in writing, within a reasonable time, of any change of address.

Section 3.

Board of Directors meetings shall be held bi-monthly or more often at the discretion of the President. Special meeting of the Board may be called by any of the Officers, as they deem appropriate.

Section 4.

Notices of all General Membership Meetings shall be mailed to all members in good standing, not less than thirty days, or more than fifty days before the date of the meeting. Notices of all General Membership Meetings to act on the amendment(s) to Articles of Incorporation or on a plan of merger or consolidation shall be mailed not less than sixty (60) days before the date of the meeting.

Section 5.

Robert's Rules of Order shall be followed at all meetings.

ARTICLE VI: OFFICERS AND BOARD OF DIRECTORS

Section 1.

There shall be a Board of Directors consisting of a maximum of twelve (12) voting members. This Board shall have full authority and responsibility to conduct all business of the Association, including hiring and overseeing an Association Administrator and/or General Manager, and entering into proper contracts on behalf of the Association throughout the year. Board members are expected to attend all Board of Directors meetings. If a Board Member misses three (3) regular scheduled meetings or four (4) meetings in any given year, his position will be terminated; extenuating circumstances can exempt a Board Member from termination upon the approval of the Board of Directors.

Section 2.

Board of Directors members shall serve three-year terms, the terms to be staggered as follows: At the first annual meeting of the membership (January 27, 1975) four (4) directors shall be elected to a one-year term; four (4) directors to a two year term; and four (4) directors shall be elected to a three-year term. Beginning on February 5, 1996 and thereafter, four (4) directors shall be elected to a three-year term at each annual meeting of the membership. Directors shall take office immediately upon election to any vacancy occurring on the Board of Directors, including a vacancy resulting from an increase by not more than two (2) in the number of directors. A single director vacancy, created by resignation or a termination by the Board of Directors, at any given time, may be filled by the affirmative vote of a majority of the remaining directors. When more than one such vacancy occurs concurrently, a nominating committee shall be appointed to identify and recommend members to fill those vacancies as described in Section 5b of this article. In this case, the President shall call a special membership meeting for the purpose of filling multiple, concurrent vacancies.

Section 3.

A majority of the number of directors fixed by these By-laws shall constitute a quorum for the transaction of business. The act of the majority of the directors, present at the meeting at which a quorum is present, shall be the act of the Board of Directors.

Section 4.

- (a) Election of Officers. As soon as possible after the annual membership meeting and election, the Board of Directors shall elect from its members a President, Vice President, Secretary, Treasurer, and Assistant Treasurer, each to a one-year term. A slate of nominees for those positions will be submitted in writing to members of the Board of Directors by an Officers' Nominating Committee no later than one (1) week prior to the election. The Officers' Nominating Committee will be appointed by the President and will be composed of one representative from each of the current class years and one (1) from the proposed class year.
- (b) A vacancy in any office for any reason shall be filled by a vote of the majority of remaining members of the Board of Directors.

Section 5.

- (a) Election to the Board of Directors to fill a vacancy occurring by virtue of the expiration of a term of a member of the Board of Directors shall be held at the annual meeting of the members.
- (b) The President shall appoint a Nominating Committee and instruct it to prepare a slate of Board of Directors. The Nominating Committee shall be composed of seven (7) members; three (3) of which shall be current members of the Board with a minimum of one (1) year remaining on their terms, and four (4) of which shall be members in good standing, but not Board of Director members.
- (c) Nominations shall be submitted to the general membership not less than ten (10) days prior to the annual meeting.
- (d) Nominations for Board members may be made from the floor, provided the nominee is a member in good standing and has agreed previously to serve if elected.

Section 6.

- (a) Member of the Board of Directors shall not be an employee of Burkwood except as stated in Article XI of the By-laws.
- (b) Members nominated to serve on the Board of Directors must have been members in good standing for at least two (2) years prior to beginning their terms.

**ARTICLE VII: DUTIES OF OFFICERS AND ASSOCIATION
ADMINISTRATOR AND/OR GENERAL MANAGER**

Section 1.

The President shall preside over all membership and Board of Directors meetings. He is the chief executive officer and is responsible for administration of all affairs of the Association. He shall appoint all committees necessary for the effective operation of the Association and shall be an ex-officio member of each. He may sign checks and drafts as prescribed in Section 6 of this article.

Section 2.

The Vice President shall perform all duties of the President in his absence. Further, he shall assist the President as directed and shall serve as coordinator of any committees so designated by the President. He will also act as parliamentarian at any meeting of the Board of Directors or membership. In the absence of the President, he may sign checks and drafts as prescribed in Section 6 of this article.

Section 3.

The Secretary shall record and keep a permanent record of all minutes of meetings of the Board of Directors and membership. He shall make necessary written correspondence as directed by the President or Board of Directors.

Section 4.

The Treasurer shall keep a proper account of all funds received by the Association. He shall see that all funds are deposited to either a demand or savings account as directed by the Board of Directors and maintain and reconcile these accounts. He shall provide a financial statement to the Board at least quarterly and to the membership at the annual meeting. He shall see that all bills, properly approved are paid in a timely manner. All obligations in excess of \$10.00 will be paid by check. Obligations not to exceed \$10.00 may be paid from a petty cash fund maintained for this purpose. However, the petty cash fund is not to exceed \$50.00. He shall sign checks and drafts as prescribed in Section 6 of this article.

Section 5.

The Assistant Treasurer shall be responsible for duties delegated by the Treasurer. He shall sign checks and drafts as prescribed in Section 6 of this article.

Section 6.

- (a) Checks and drafts for approved expenditures under \$5,000.00 may be signed by any one (1) of the authorized officers designated in Sections 1 through 5 above.
- (b) Checks and drafts for approved expenditures \$5,000.00 or greater shall be co-signed by any two (2) of the authorized officers designated in Sections 1 through 5 above.
- (c) As an exception to Section 6(a) and (b) of this article, checks and drafts for approved expenditures to governmental entities and public utilities under \$15,000.00 may be signed by any one (1) of the authorized officers designated in Sections 1 through 5 above.

Section 7.

The Association Business Administrator shall maintain the official record of membership, waiting list in order of priority of membership, and any record of suspensions. This person shall maintain the current record of all members eligible for use of the facilities based upon payment of annual dues. A proper file of all permanent and legal papers of the Association, including contracts, deeds, leases, etc., shall be maintained.

Section 8.

The Association Business Administrator and/or General Manager shall have such other duties and responsibilities as may be established by the Board of Directors from time to time.

ARTICLE VIII: FINANCES

Section 1.

Revenues may be derived from membership fees, annual dues, interest on deposits, voluntary contributions, special projects, guest fees, sale of assets or any other means approved by a majority of the Board of Directors. Disposal of Real Estate and appurtenances shall be decided by a duly called membership meeting.

Section 2.

The President is authorized to extend not more than \$100.00 of unbudgeted expense upon his own authority within any calendar month.

Section 3.

The Board of Directors is authorized to expend whatever funds are necessary and available for proper operation of the Association at all times, subject to full review as outlined in Section 5 of this article.

Section 4.

The Board of Directors is authorized to seek financing as necessary, after approval by a majority of the membership voting at any regular or called meeting where such proposal is offered.

Section 5.

The Business year of the Association shall be January 1 through December 31. An annual review shall be conducted within ninety (90) days of year-end. All books and funds shall be subject to review. The review report shall be presented to the Board of Directors when completed.

Section 6.

The President, Vice President, Treasurer and Assistant Treasurer shall be bonded for an amount fixed by the Board of Directors, cost of such bond to be paid by this Association.

Section 7.

The financial statement and proposed budget shall be submitted to the membership not less than ten (10) days prior to the annual meeting. The proposed budget shall be adopted or amended and adopted by the Board of Directors meeting following the annual meeting.

ARTICLE IX: LEGAL SERVICES

The Board of Directors may engage the services of any attorney, as it deems necessary.

ARTICLE X: AMENDMENTS

These By-laws may be changed or amended upon recommendation of the Board of Directors and approval of a majority of the members voting at any properly called meeting for this purpose, or at the annual meeting, provided the membership is given proper notice of the intended amendments.

The effective date of any revision or amendment shall be noted at the bottom of the last page.

ARTICLE XI: COMPENSATION

Any monetary compensation to any members, except the President and Treasurer whose dues will be waived during their tenure, shall be prohibited unless for professional services rendered and approved by the Board of Directors, or to those employed by an operating facility of the Association.

ARTICLE XII: DISSOLUTION

If the Association is dissolved for any reason, all property, real, personal, or otherwise shall be disposed of in such a manner as decided by a majority vote of the membership.

ARTICLE XIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1.

Every person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding or any kind, whether civil, criminal, administrative, arbitratve, or investigative, or was or is the subject of any claim, and whether or not by or in the right of Association, by reason of such person being or having been a Director or Officer of the Association, shall be indemnified by the Association against expenses (including attorneys' fees), judgments, fines, penalties, awards, costs, amounts paid in settlement, and liabilities of all kinds, actually and reasonably incurred by such person in connection with, or resulting from, such action, suit, proceeding, or claim, provided that no indemnification shall be made against the willful misconduct or a knowing violation of the criminal law by such person. The Association may pay for or reimburse the reasonable expense incurred by such person in advance of final disposition of the proceeding in accordance with provisions of the Virginia Non-stock Corporation act. These provisions are in addition to and not in substitution for any other right to indemnity to which any person who is or may be indemnified hereunder may be otherwise be entitled, and to the powers otherwise accorded by law to the Association to indemnify any such person and to purchase and maintain insurance on behalf of any such person against any liability asserted against or incurred by such person in any capacity referred to herein or arising out of the status of such person as serving or having served in any such capacity (whether or not the Association will have the power to indemnify against such liability).

Section 2.

The Association may purchase and maintain insurance to indemnify against the whole or any portion of the liability assumed by it in accordance with these By-laws and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director or Officer of the Association, against any liability asserted against or incurred by any such person in any such capacity or arising from his status as such, whether or not the Association would have power to indemnify him against such liability under the provisions of this By-law.

Section 3.

The provisions of this By-law shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or appeal of this By-law shall diminish the right provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal.

*Revised and adopted this date:
February 1, 2010*