

ARTICLE I - BY-LAWS

SECTION ONE – BY-LAWS AND ARTICLES OF INCORPORATION

- (a) By-Laws are an extension of the Articles of Incorporation and the Articles of Incorporation shall take precedence over By-Laws.

SECTION TWO - AMENDMENT TO THE BY-LAWS

These by-laws may be amended by either of two procedures established below:

- (a) The Board may propose a change in the by-laws if the proposed change is approved by three-fourths of the Board voting thereon. Such proposal for a change in the by-laws shall then be submitted to the membership. Notice in writing of the proposed change in the by-laws including a statement of the existing by-laws provision must be given to all members a minimum of thirty (30) days prior to the special meeting or annual meeting at which the proposal is to be considered. Before such proposed change shall be effective, it must be approved by two-thirds of the voting membership in good standing in attendance at the meeting or handwritten and sealed by proxy.
- (b) Upon petition of 25 or more members (one vote per membership) being delivered to the President, where such petition proposed a change in the by-laws, such proposed change shall be submitted to the membership for their approval or disapproval. Should such petition for a change in the by-laws of the association be submitted within sixty (60) days of the annual meeting, such proposal shall be considered at the annual meeting. Should such a petition be delivered more than sixty (60) days prior to the annual meeting, a special meeting shall be held to act upon the proposed change. Written notice of the proposed change and the existing terms of the by-laws shall be given to all members at least thirty (30) days prior to the said annual meeting or special meeting. Before such proposed change in the by-laws becomes effective, it must be approved by two-thirds of the members in good standing, present, and voting.

ARTICLE II - ISSUANCE AND TRANSFER OF CERTIFICATES

SECTION ONE - NATURE:

- a) All certificates (Certificates of Membership) shall be of one type and shall be fully paid upon issue, and non-transferable (except under terms of Article II, Section Five).

SECTION TWO - REDEMPTION OF MEMBERSHIP CERTIFICATES:

- a) Certificates of Membership shall be redeemable according to the terms and conditions on the certificate stated thereon.

SECTION THREE - SUBSCRIPTIONS

- (a) The Board of Directors is authorized to accept the subscriptions of and to issue the certificate of membership in the Corporation.

SECTION FOUR - CLASSES OF MEMBERSHIPS

- (a) There shall be one class of certificate, known as “Membership,” with one vote per certificate.
- (b) Only one certificate will be issued per household.

SECTION FIVE - SHARE SALES AND TRANSFERS

- (a) No member is authorized to sell their ownership to any entity, with the exception of returning said certificate of ownership to the Association for redemption thereof as currently in effect at the time of redemption as delineated herein.
- (b) The ownership is non-transferable in whole or in part without the authorization of the membership committee.
- (c) Transfer from a living certificate holder to an immediate family member residing in the same household whom is eligible to be a member shall be conducted in accordance with the following process:
 - a. The owner of the membership shall, for all purposes, be the person in whose name the rights thereto appears on the transfer books of the Association. Before a share may be transferred on such books, the certificate representing each share must be submitted to the Membership Chair of the Association endorsed in full. To effect transfer, the Membership Chair shall make appropriate entries on the transfer books and shall issue a new certificate to the transferee. For any transfer, the Association may require a thirty-(30) day notice prior to such transfer.
- (d) Transfer of membership from a deceased certificate holder to an immediate family member residing in the same household whom is eligible to be a member shall be conducted in accordance with the following process:
 - a. When the owner of the certificate whose name appears on the transfer books of the Association becomes deceased, the share may be transferred to an immediate family member residing in the same household whom is eligible to be a member by presenting the certificate representing the ownership to the Membership Chair of the Association endorsed by the executor or executrix or representative of the estate of the member on the certificate, as well as a certified copy of the members death certificate, if requested. To effect transfer, the Membership Chair shall make appropriate entries on the transfer books and shall issue a new certificate to the transferee. The Association will waive the potential thirty-(30) day notice of

transfer in these situations. Transfers involving deceased members are not subject to approval by the Board of Directors.

- (e) Transfer of membership from a deceased certificate holder to an immediate family member not residing in the same household who is eligible to be a member shall be conducted in accordance with the following process:
 - a. When the owner of the certificate shall whose name appears on the transfer books of the Association becomes deceased, the certificate may be transferred to an immediate family member not residing in the same household who is eligible to be a member by presenting the certificate representing the interest to the Membership Chair of the Association endorsed by the authorized executor/executrix or representative of the estate, as well as a certified copy of the holders death certificate. To effect transfer, the Membership Chair shall make appropriate entries on the transfer books and shall issue a new certificate to the transferee. The Association will waive the potential thirty-(30) day notice of transfer in these situations. Transfers involving deceased stockholding members are not subject to approval by the Board of Directors.
- (f) Transfer of membership from a deceased share holder to the next of kin not residing in the same household who is eligible to be a member shall be conducted in accordance with the following process:
 - a. When the owner of the Certificate of Membership whose name appears on the transfer books of the Association becomes deceased, the interest may be transferred to the next of kin whom does not reside in the same household; however, is eligible to be a member by presenting the certificate representing the interest to the Membership Chair of the Association endorsed by the immediate family member presenting the certificate, as well as a certified copy of the members death certificate. To effect transfer, the Membership Chair shall make appropriate entries on the transfer books and shall issue a new certificate to the transferee. The Association will waive the potential thirty-(30) day notice of transfer in these situations. Transfers involving deceased members are not subject to approval by the Board of Directors.

SECTION SIX- LIMIT ON OWNERSHIP

- (a) No person or household shall own more than one certificate of membership.

SECTION SEVEN - LOST CERTIFICATES

- (a) In the event a certificate is lost, mutilated or destroyed and the member provides proof to the satisfaction of the Board Members of ownership, there shall be issued to such member a duplicate certificate marked "Duplicate" which shall entitle the member to the same rights he/she had under the original certificate. The Association shall charge a minimum fee of \$5.00 for issuance of such a certificate.

SECTION EIGHT - CERTIFICATE LEGEND

- (a) All certificates shall bear an inscription as follows: “The Windy Point Recreation Association, Incorporated, is a non-profit corporation, and no dividends shall be declared or paid.”

SECTION NINE - VOTING ENTITLEMENT OF CERTIFICATE HOLDERS

- (a) Each member shall be entitled to one vote in matters upon which the members are entitled to vote. The entitlement to vote held in more than one name shall be determined pursuant to Virginia Code Section 13.1- 662.

SECTION TEN – ACCEPTABLE VOTING PROCEDURES

- (a) In Person
- (b) Mailed Proxy postmarked at least 10 days prior to voting date.
- (c) Written Submission by Proxy
- (d) Simple Majority Voting Procedure
- (e) 2/3 Majority Voting Procedure

ARTICLE III - MEMBERSHIP

SECTION ONE – MEMBERSHIP

Membership in the association shall not be limited unless the Board determines that membership capacity has reached a number unsustainable for the facility or personnel. Upon approval of an applicant for membership by the Board, he/she shall become a member by purchasing a membership certificate and payment of such initiation fee as the Board, subject to the limitations of these by-laws, may establish. Membership may be maintained by compliance with the rules, regulations and policies of the association and prompt payment of the annual dues established by the Board.

SECTION TWO – MEMBERSHIP CLASSIFICATIONS

- (a) Household is defined by the Internal Revenue Service (IRS) as a person who is related to you or lives with you for the entire year as a member of your household. Additionally, the Windy Point Recreation Association shall consider the following as members of a household:
 - All persons whose names will appear on the title to the property.
 - Significant others who will be living in the home.

- Children/Dependents who live in the home and are in the process of being adopted.
- Children/Dependents who will be living in the home more than 25% of the time, to include foster children and exchange students.
- Children/Dependents who are away at school but who live with the family during school recesses.

The following are not considered members of the household:

- Any person (including children) who will be living in the home less than 25% of the time.
- Co-signers who will not be living in the home and will not be on the title to the property.

(b) Memberships (Voting)

- 1) Family Membership
- 2) Adult and Swim Team Minor Membership
- 3) Single Membership
- 4) Senior Citizen Membership (Single or Couple)
- 5) Inactive Membership

(c) All new memberships shall be assessed the fees established by the Board for such membership interest.

(d) Inactive Membership: A member who will not be using the Association's facilities during a season may elect the Inactive Status by paying the inactive fee before the cutoff date for the season. This will preserve the membership for the season at the current type, the account will not be marked as Delinquent for the season, and the member will not have to rejoin at the new member rate.

(e) Delinquent Account: A member who fails to pay the Inactive Fee by the cutoff date shall be denied access to the pool, facilities, and programs until the account is settled, including all applicable late fees. If the account remains unsettled by the end of the pool season (Labor Day), membership shall be forfeited, and rejoining shall be required at current new member rates.

SECTION THREE - APPLICATION FOR MEMBERSHIP

(a) Membership shall not be contingent on race, religion, sexual identification/orientation or other affiliation.

SECTION FOUR - RIGHTS AND PRIVILEGES OF MEMBERSHIP

a) All members shall have full and equal rights, benefits, and privileges.

- b) Membership shall entitle the member and all immediate family members of his/her family permanently residing with him/her to use the faculties of the Association subject to reasonable regulations, policies and rules established and/or prescribed by the Association.
- c) Each membership of the association shall be entitled to be present at all planned monthly board meetings and shall have one vote at the annual membership meeting and special meetings.
- d) No members may have more than one certificate of ownership; therefore, regardless of the number of certificates of membership owned by the member, he/she shall have only one vote.
- e) Non-voting members of the Association may attend meetings; however, may not participate in nomination or motion processes (including discussion) in accordance with “Roberts Rules of Order” and may not vote on matters presented to the Association membership, unless they are elected Board members.

SECTION FIVE – NON-MEMBER “GUESTS”

- a) The association reserves the right to define the term “guests” and to limit the number of days that the pool will be available for guests.
- b) A “guest” is defined as any person or persons who do not meet the requirements for annual membership and/or who have not paid membership fees to the Association and/or who have not been included as an immediate family member or resident of a member household.
- c) Guest are not members of the Association and are not afforded any of the rights and/or privileges of Association membership.
- d) All guest must be accompanied by an Association member when participating in Association events and/or while on Association property, at the exclusion of Open House events and clubhouse rentals.
- e) Members granting guest access, must do so with the use of guest passes and are responsible for the behavior and actions of their guest(s) at all times.
- f) The Association and/or appropriate staff reserve the right to:
 - 1. Limit the total number of guests that may accompany a membership at a given time/visit;
 - i. Guest are limited to 6 at one time per membership, unless pre-approved by pool management.
 - 2. Restrict the total number of visits by a specific guest(s) annually;
 - 3. Restrict the entry of any guest to Association property/facilities for just cause and/or any violation of policies, procedures, rules, regulations and/or By-Laws;

4. Dismiss any guest and/or their sponsoring member from Association property/facilities for any violation of policies, procedures, rules, regulations and/or By-Laws; and
5. Ban any guest from entry/re-entry to Association property/facilities for any violation of policies, procedures, rules, regulations and/or By-Laws.

g) Guest Passes

1. All guests must present a guest pass in order to gain access to Association property/facilities.
2. All nonmember swimming/pool deck guests attending events involving a clubhouse rental must wear a pool issued wristband while on Association property for the duration of the event.
3. All members are eligible to purchase unlimited guest passes annually.

ARTICLE IV – FINANCIAL POLICY

SECTION ONE – AUDITS

- (a) The Board may call for an annual audit of all fiscal records of the Association. Other audits may be called for by a simple majority of the Board members present, as deemed necessary.
- (b) Proposed changes to the fee structure must be presented and voted on at the Annual Membership meeting.
- (c) Allowable Expenditures
 - 1) Any expenditure in excess of \$3,000.00 must be approved in advance by the Board by 2/3 majority vote if such expenditure is for other than normal and expected operation and maintenance.
 - 2) All expenditures over \$150 shall be pre-authorized by the President or Vice-President and Treasurer prior to fund encumbrance.
 - 3) Pre-approved out-of-pocket expenses are payable within 30 days.

SECTION TWO – ANNUAL BUDGET

- (a) Committees shall submit proposed budgets for the following year to the Board and Finance Committee at the September meeting.
- (b) The Finance Committee will meet in October and present the Association Budget to the Board of Directors at the November Board Meeting.

- (c) Any adjustment in membership dues can only be made once a year with majority vote at the annual November membership meeting.
- (d) Committee Chairmen are responsible for the administration of their approved budgets.

ARTICLE V - ORGANIZATION

SECTION ONE – NAME

- (a) The name of the corporation shall be “Windy Point Recreation Association, Inc.”

SECTION TWO – PURPOSE

- (a) The purpose for which the association is formed shall be to construct, lease and /or own, operate and maintain recreational facilities and in particular a pool, for the common use, benefit and enjoyment of the members of the association, their families and guests. Nothing herein shall preclude the association from owning and /or leasing, operation and maintaining other recreational facilities and equipment which may be provided from time to time. The association shall be a not-for-profit organization and shall not engage in or provide facilities for activities which would jeopardize or tend to jeopardize its eligibility for tax exemption.

SECTION THREE– FISCAL YEAR

- (a) The fiscal year of the Association shall be from October 1- September 30

SECTION FOUR – ORGANIZATION

- (a) The Association shall be controlled by a Board of Directors pursuant to Article VI of the Bylaws of the Association

SECTION FIVE - SEAL

- (a) The corporation seal shall be circular in design and shall have inscribed therein the words “WINDY POINT RECREATION ASSOCIATION, INC.” and in the center of the circle the word “seal.”

SECTION SIX – INSURANCE

- (a) Insurance coverages and deductibles shall be established and managed in a manner consistent with standard not-for-profit employment and business practices.
- (b) The Association shall maintain appropriate insurance coverage(s) for liability, property and/or others as appropriate.
- (c) Coverage amounts shall meet and/or exceed required minimums for each of the specific coverages, to include replacement, current construction and/or illness/injury thresholds.

ARTICLE VI – EXECUTIVE COMMITTEE

SECTION ONE – EXECUTIVE COMMITTEE COMPOSITION

- (a) The executive committee is comprised of the board’s officers – president, vice president, treasurer, secretary and the association human resources officer.
- (b) The members of the executive committee hold the board’s leadership position. The committee differs from the board in the scope of its authority and its ability to act independently.

SECTION TWO - DUTIES OF OFFICE

- (a) President - The president shall be the chief administrative officer of the association and shall preside at all meetings of the members and of the board. The president, or vice-president in his absence, with the advice and consent of the board, shall appoint all standing and other committee chairmen and members, subject to the limits set forth in the by-laws. In addition, the president shall perform such other duties as customarily appertain to the office of president or as may be directed to perform by resolution of the board consistent with these by-laws.
- (b) Vice President - The vice-president shall have and exercise all power, authority, and duties of the president during the absence or disability of the president. In addition, the vice-president shall serve as chairman of the finance committee. This officer shall assume the duties and title of the president upon the inability to fulfill duties or resignation of the president. In this event, the board shall elect from its membership a vice-president to fill the vacancy in that office.
- (c) Treasurer - The treasurer shall be the custodian of the funds of the association and its valuable papers, and the financial records and documents, subject to such limitations and control as may be imposed by the board. The treasurer shall sign all checks, drafts, and other orders for the disbursements of the funds of the association and shall provide and maintain a full and complete record of all income and expenses of the association, and shall prepare and submit a financial statement showing the condition of the association as of the close of business on the last day of the month preceding each meeting of the board. All regular billings and request for payment shall be prepared and distributed by the treasurer on or before due dates to avoid late penalties or fees.
- (d) Secretary - The secretary shall prepare and maintain full and correct minutes of the meetings of the board and of the members, and shall upon request of the president be responsible for preparing and sending such notices and other reports to the membership as these by-laws may require, and shall conduct all correspondence pertaining to this office or requested by the president.
- (e) Human resources officer - The human resources officer shall have and exercise all power,

and authority over the paid employees. In addition, the human resources officer shall serve as direct line of communication with the pool manager. Human resources officer shall report to the board regarding all items and/or needs of the lifeguard staff. Human resources officer shall be responsible for the necessary documentation required for employment, to include but not limited to, payroll information, hiring documentation, disciplinary documentation, and required state and federal tax documentation. Human resources officer shall be responsible for the hiring and termination of any paid employee. Upon resignation of human resources, the position duties are to be covered by the standing president. On this event, the board shall elect from its membership a human resource officer to fill the vacancy in that office.

SECTION SIX- GENERAL

- (a) In addition to the powers enumerated and conferred upon the officers of the association by Article VII herein, they shall perform such other duties as customarily pertain to their respective offices, or which they may be directed to perform by resolution of the Board, not consistent with these by-laws.

ARTICLE VII – GOVERNANCE STRUCTURE

SECTION ONE – BOARD OF DIRECTORS

- (a) The management and control of the association shall be vested in the Board of Directors, hereinafter referred to as the Board, consisting of fifteen (15) elected members. Each of the fifteen elected board members, having purchased a membership or not, have voting rights if the Board member has been elected to serve on the Board.
- (b) The term of office for a director shall be two years.
- (c) The President shall appoint, with the advice and consent of the Board of the Association, a nominating committee made up of three (3) Members. The nomination committee shall submit its report to the Board and the membership in writing at least thirty (30) days prior to the annual meeting. Nominations and seconds may be made from the floor at the annual membership meeting by any member in good standing. The Secretary of the Association shall be Chairman of the nominating committee.

SECTION TWO – EXECUTIVE COMMITTEE

- (a) The board of directors is the governing body of the Association, as required by state and federal laws. The uncompensated, voluntary, not for profit board ensures that the Association carries out its mission and complies with the requirements of its tax-exempt status.
- (b) The executive committee, even considering its membership, still answers to the entire governing body of the Board of Directors and is bound by the board’s voting power and the provisions of its organizing documents.

- (c) The Executive Committee is authorized to act on behalf of the board between meetings and when addressing urgent situations.

SECTION TWO – OFFICERS OF THE BOARD

- (a) At the annual meeting of the membership, the standing Board and voting members shall elect from its own membership a President, a Vice President, Secretary, Treasurer, and a Human Resource Officer who shall hold office for two years or until their respective successors are elected.

SECTION THREE – BOARD MEMBERSHIP REQUIREMENTS

- (a) All members of the Board of Directors shall be members in good standing of the Association.

SECTION FOUR – DUTIES, ROLES AND RESPONSABILITIES

- (a) A regular meeting of the Board of Directors shall be held during October, November, March, April, May, June, July, August, and September. The President, or in his/her absence the Vice-President, may call a special meeting of the Board at any time, and shall do so upon written request of any five (5) Directors. The time and place of each meeting shall be fixed by the President or Vice-President as appropriate.
- (b) Unless otherwise provided all decisions of the Board shall be by majority vote of the members of the Board present and voting.
- (c) If a Director fails to attend any three (3) regular meetings per year of the Board, or otherwise fails to perform any of the duties devolving upon them as a Director, their office may be declared vacant by the Board and the vacancy filled as herein provided.
- (d) When a vacancy occurs on the Board, such vacancy may be filled by the Board at its discretion until the next annual meeting at which time the members of the association shall elect a new member.
- (e) In addition to the powers conferred upon the Board by law and by the Articles of Incorporation and by-laws of the association, and not in limitations thereof, the Board shall have the following authority and power:
 - 1) Consistent with these by-laws to establish the terms and conditions controlling membership in the association and to establish standards, criteria, and other limitations governing eligibility for membership in the association and shall have the final authority to accept or reject any membership application.
 - 2) To hear and decide complaints, charges and grievances which may be made against any member of the association. No member may be expelled, suspended, fined, or disciplined in regard to membership status unless such action is approved by a three-fourths majority of the Board members present.

- 3) To establish dues, penalties and other assessments. A member who by written notice to the association elects for himself or family not to use the facilities of the association during the forthcoming year must pay an inactive fee as established by the Board and any late fee, if applicable. The inactive fee shall be in lieu of the annual dues.
- 4) To require the President to appoint, with the advice and consent of the Board, such committees as are necessary and helpful in the sound and proper administration of the affairs of the association, and to define the duties and authority of such committees.
- 5) To make, alter, or amend association rules and policies not contrary to the by-laws and Articles of Incorporation.
- 6) To make or authorize the purchase of services, materials, and supplies and to contract in the name of the association for whatever may be reasonably required in the operation and maintenance of the association and its property and assets, and the power to modify or discontinue any facility, property, or program owned or conducted by the association, where in their discretion such action is either necessary or expedient, and to make improvements on the property of the association when to do so is consistent with the purposes, objectives, and welfare of the association. Any expenditure in excess of \$3000.00 must be approved in advance by the membership if such expenditure is for other than normal and expected operation and maintenance.
- 7) To employ at any time, or at least annually, one or more independent auditors or ad hoc committee, not necessarily members of the association, to audit the books and accounts of the association or of any officer, employee, committee, or agent of the association.
- 8) To authorize and provide for compensation to officers, directors, employees, and members of the association, for services performed or rendered to the association.

The nature of the services rendered to the association by an officer, director, employees, or member for which compensation is paid shall be fully disclosed to the membership of the association along with a report as to the amount of compensation paid for such service.

- 9) To contract for, employ, direct, and supervise such person or persons as shall be necessary to the operation of the association and to set the terms and conditions of their employment and to engage and discharge any and all employees. The authority to discharge and employ is delegated to the Human Resource Officer with consultation of acting pool manager.
- 10) To approve a budget for the operation and maintenance of the association that

shall be prepared and submitted to the membership at least ten (10) days before its annual meeting, for the information and guidance of the membership. The budget as approved may be adjusted or reallocated from time to time during the fiscal year of the association, provided that such adjustments or reallocations are approved by three-fourths of the members of the Board present and voting, and further provided that such adjustments or reallocations must not result in expenditures in the original budget unless approved by a majority of the members present and voting at a special meeting of the members of the association.

ARTICLE VIII– ASSOCIATION COMMITTEES

SECTION ONE – COMMITTEE CONSTITUTION

- (a) The President shall appoint Committee Chairpersons from the Board of Directors during the November Board meeting.
- (b) Committee Chairpersons and Vice President shall select committee members.
- (c) Committee Chairpersons will make monthly reports of activities to the Board.
- (d) Special committees may be appointed by the President, as needed, at the discretion of the Board.

SECTION TWO – COMMITTEE TYPES

- (a) Standing Committees
- (b) Ad-Hoc Committees

SECTION THREE – STANDING COMMITTEES

- (a) If the chairman or a designated representative of any Standing Committee is not a member of the Board, s/he shall attend board meetings without voting power. It is not the purpose of these by-laws to limit participation on any committee.

MEMBERSHIP COMMITTEE - The Membership Committee shall formulate and upon approval of the Board promulgate a prescribed procedure whereby application for membership in the association may be made in an orderly manner. This committee shall screen applicants for membership to determine the eligibility for membership under the governing standards and criteria set forth in these by-laws and by the Board pursuant to its powers conferred by these by-laws. The Membership Committee shall report the names and other such data as the Board may direct regarding application for membership along with its recommendations as to whether the applicant should be accepted or rejected.

MAINTENANCE COMMITTEE - This committee shall be charged with the duty of formulating a planned, adequate schedule and routine for the cleaning, repair, servicing, maintenance and

safekeeping of the property, equipment and physical assets of the association. It shall take all necessary action under the supervision and control of the Board to see that the physical assets of the association are properly protected, preserved, and maintained. This committee shall have authority within the budgetary allowance established to purchase tools, machinery, articles, and supplies.

PLANNING COMMITTEE - This committee shall have the responsibility of planning site improvement, modifications, expansions, and overall facility development. This committee shall recommend, for Board approval, disposition of any budgeted site improvement funds. The committee shall also maintain a current plan, blueprint, schedule, and/or program for site development and improvements.

PUBLIC RELATIONS COMMITTEE - The Public Relations Committee shall be charged with the responsibility of the Newsletter, the website, Press Releases, and other forms of publications to the surrounding communities for the purposes of informing and communicating with Members and attaining new Members.

SWIM TEAM COMMITTEE - This committee shall have the responsibility of planning, organizing, and managing the competitive swim team. This committee shall submit an annual final fiscal report to the board at the October meeting. Seated on this committee must be at least, but not limited to, the Swim Team Manager and the Swim Team Treasurer that are both Board members. This committee shall take all necessary actions, under the supervision of the Board, to see that the physical assets and goodwill of the swim team are properly protected, preserved and maintained. Also included in the responsibilities of this committee is to develop the responsibilities of the Swim Team Coach.

CLUBHOUSE COMMITTEE - This committee shall have the responsibility of arranging Clubhouse and Pool rentals and events, facilitate rental funds in a timely manner. This committee shall provide yearly fiscal report at the October board meeting.

CONCESSIONS COMMITTEE - This committee shall have the responsibility of purchasing and supplying refreshments for members, handling money from machines and refrigerators, and providing upkeep of Concession area. This committee shall provide yearly fiscal report at the October board meeting.

SPECIAL EVENTS COMMITTEE - This committee shall have the responsibility of coordinating social and entertainment programs for members, obtaining business sponsorships and on-site vendors.

SECTION FOUR – AD HOC COMMITTEES - Committee may be formed for a specific task or objective and dissolved after the completion of the task or achievement of the objective.

ARTICLE IX – HUMAN RESOURCES

SECTION ONE – HUMAN RESOURCES

(a) As an employer, the Association shall adopt and adhere to a set of guidelines and

procedures for managing employees and volunteers. These will include, but not be limited to a broad and encompassing equal opportunity employment policy, anti-harassment guidelines, and nondiscrimination guidelines, as well as policies related to the following:

- 1) Code of Ethics – a set of guidelines which are designed to set out acceptable behaviors for an organization that demonstrate a commitment to follow basic ethical guidelines in the course of conducting your work and will likely increase confidence in your organization.
- 2) Conflict of Interest Policy - requires disclosures of relationships, nepotism, and interested-party transactions. The policy shall include a disclosure form, which should be signed annually by the board, staff and volunteers, as well as guidance on managing conflicts of interest and handling situations in which public and private interests intersect.
- 3) Whistleblower Policy - specific procedures for personnel that report violations of organizational policy or applicable laws, which must ensure that those making such reports are protected from repercussions (18 USC Section 1107 – a.k.a. Sarbanes-Oxley).
- 4) Leadership Succession and Transition Policy - policy shall include mechanisms, including succession plans, to handle transitions in leadership and other key positions.
- 5) Staff Compensation Policies - the Board should periodically review its overall compensation structure, using regional industry-based surveys of salaries and benefits. Benefits include any special provisions provided to Association employees with respect to Association amenities.
- 6) Document Retention and Destruction Policy – policy shall establish both employee and volunteer records retention guidelines and procedures that are consistent with applicable laws and industry best practices. This may be a portion of a larger Association policy regarding document retention and destruction policy.
- 7) Employee Handbook – the Association shall develop and provide an employee handbook which addresses such topics as scheduling, reporting for duty, marking-off for work, employee benefits, and policies that are legally required. All employees shall be required to sign an Employee Acknowledgment stating that the employee has read, understood, and agrees to the employee handbook.

SECTIONS TWO – EQUAL EMPLOYMENT

- (a) The Windy Point Recreation Association provides equal employment opportunities to all employees and applicants for employment and prohibits discrimination and harassment of any type without regard to race, color, religion, age, sex, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or

any other characteristic protected by federal, state or local laws.

This policy applies to all terms and conditions of employment, including recruiting, hiring, placement, promotion, termination, layoff, recall, and transfer, leaves of absence, compensation and training.

- (b) The Windy Point Recreation Association provides equal volunteer opportunities to all Association members and prohibits discrimination and harassment of any type without regard to race, color, religion, age, sex, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state or local laws.

SECTION THREE - HUMAN RESOURCES OFFICER

- (a) The Association shall solicit for and appoint a volunteer Human Resources Officer whom shall be responsible for providing advisement on all matters involving human resources; including, but not limited to compensation, employment, separation, selection, discipline and training and professional development. The Humans resources Officer shall chair the Human Resources Committee.

SECTION THREE – HUMAN RESOURCES COMMITTEE

- (a) The Association shall establish a Human Resources Committee in accordance with these By-Laws.

SECTION FOUR – PERSONNEL MATTERS

- (a) All personnel matters shall be considered confidential matters and information shall only be released in accordance with policy and legal requirements.

ARTICLE X - MEETINGS

SECTION ONE – MEETING TYPE

- (b) Open Meetings
- (c) Closed Meetings

SECTION TWO – OPEN MEETINGS

Open meetings are open to all Association members.

Open meetings include:

- (a) Annual Meetings - The annual membership meeting of the association shall be held in November of each year, at a time and place to be determined by the Board. Notice of the annual membership meeting shall be submitted in writing to all members at least thirty (30) days prior thereto. Elections for the Board of Directors will be conducted at this meeting. Absentee ballots for board elections can be cast if received by mail if postmarked no later than 10 days prior to voting date. The word “ballot” must appear on the address side of the envelope. The ballot will not be opened until the voting process of the meeting is reached.
- (b) Special Meetings - Special meetings of the members of the association may be called by the Board of Directors. Within twenty (20) days of delivery to the President of a petition signed by 25 or more certificate holding memberships calling for a special meeting of the membership, which petition shall state the reason for such special meeting, a special meeting must be held. Written notice of the special meeting and of the business to be transacted shall be given to each member at least ten (10) days prior to the date of such special meeting and no other business than that announced may be transacted.
- (c) Executive Committee Meetings
- (d) Board of Directors Meetings
- (e) Certain Committee Meetings that so not require a closed forum.

SECTION THREE – CLOSED MEETINGS

- (a) Closed meetings are restricted meetings and attendance is limited to only those persons whom are members of the specific committee(s) meeting and/or those invited by the meeting chair.
- (b) The following meetings are predetermined to be closed meetings:
 - 1) Human Resources Meetings
 - 2) Employment Screening
 - 3) Employment Separation
 - 4) Employment Discipline
 - 5) Employment Grievance
 - 6) Special per diem committee meetings

SECTION THREE – MEETING NOTICE AND AGENDA

- (a) Notice of special meetings apart from regular monthly membership meetings are to be communicated no later than 10 days prior to scheduled meetings. Agenda must accompany notification of all meetings.

SECTION FOUR - QUORUM:

- (a) Open Meetings - At “Annual or Special” meetings of the association, all members and board members present shall constitute a quorum.
- (b) Closed Meetings - At all closed meetings, all board members present shall constitute a quorum.

SECTION FOUR - RULES GOVERNING CONDUCT OF MEETINGS

- (a) Except as otherwise provided herein, Robert’s Rules of Order shall govern the conduct of all meetings of the association and the Board. In all cases in which they are not inconsistent with these by-laws and any special rules this organization may adopt.

ARTICLE XI– ASSOCIATION (ASSETS) PROPERTY

SECTION ONE – ASSOCIATION PROPERTY

- (a) Includes all fixed and portable, real, tangible and intellectual property under the ownership and/or authorized use of the Association.

SECTION TWO - FACILITIES AND GROUNDS

- (a) Facilities are the buildings and pieces of fixed equipment to include fencing, lighting, etc. that are provided for a particular purpose.
- (b) Grounds are the property upon which the facilities are located; including, but not limited to Vine Drive, parking lots, pool deck and grassy areas.

SECTION THREE – PORTABLE PROPERTY

- (a) Portable property is that property not permanently attached to the facilities and grounds, i.e. lawn maintenance equipment, pool maintenance equipment, grills, tables, chairs, etc.

SECTION FOUR – ALTERATIONS/MODIFICATIONS/IMPROVEMENTS/REPAIRS TO PROPERTY

- (a) All alterations, modifications, additions and improvements to the facilities and grounds, including new construction shall be included as an agenda item(s) at the next available board meeting and must be approved by majority vote of the board members before the project commences. The agenda packet shall include the name of the project, location, facilities or grounds involved and projected costs, as well as the intended outcome(s) of the project.
- (b) Non-emergency repairs and maintenance of property exceeding \$2,500.00 shall be included on the Board of Directors meeting agenda for presentation, consideration and a

vote.

- (c) Non-emergency repairs and maintenance of property at or above \$2,500.00 shall be included as an agenda item(s) at the next available board meeting and must be approved by a majority vote of the board before the project commences. The agenda packet shall include the name of the project, location, facilities or grounds involved and projected costs, as well as the intended outcome(s) of the project.
- (d) Emergency repairs and maintenance of property at or under \$2,500.00 are preauthorized by the Board of Directors and shall be coordinated as soon as possible by the appropriate authority (maintenance committee chair, president, etc.).
- (e) Emergency repairs and maintenance of property at exceeding \$2,500.00 shall be considered at a special meeting of the Executive Committee.

SECTION FIVE – PERSONAL USE OF ASSOCIATION PROPERTY

- (a) At no time shall Association property be used for personal use or personal gain.

ARTICLE XII – ORDER OF BUSINESS

- (a) At the annual membership and monthly board meeting of the Association, the following shall be the order of business:
 - 1) Call to order, Welcome
 - 2) Roll Call of Board Members Present
 - 3) Roll Call of Stockholders and Associate Members Present
 - 4) Approval of Prior Meeting Minutes
 - 5) Treasurer's Report
 - 6) Committee Reports and/or Special Presentations
 - 7) Consideration of acts of Board (Annual Membership Meeting)
 - 8) Election of Directors (Annual Membership Meeting)
 - 9) New Business
 - 10) Unfinished Business
 - 11) Notice of Next Meeting, Call to Adjourn

ARTICLE XIII – COMMUNICATIONS

SECTION ONE - WEB PRESENCE

- (a) The Association shall maintain an adequate and appropriate web presence that highlights the amenities and membership of the Association to the community.

SECTION TWO - SOCIAL MEDIA PRESENCE

- (a) The Association shall maintain an adequate and appropriate social media presence that highlights the amenities and membership of the Association to the community. All social

media posts must be pool related and represent the association in a positive light.

SECTION THREE – PUBLICATIONS

- (a) The Association shall limit print publications and when and where possible include such publications in an electronic format on the webpage and/or social media (i.e. announcements and invitations to meetings, events, etc.
- (b) Printed materials, when and where appropriate shall be posted on the bulletin board affixed to the clubhouse or available at the front desk.

SECTION FOUR – NEWSLETTER

- (a) The Association shall publish at minimum an annual newsletter for Association members that is released in an appropriate electronic format and emailed to all members with an email on file.
- (b) The newsletter shall include, at a minimum, a message from the president, swim team, membership committee chair and special events committee chair.

SECTION FIVE - MEETING AGENDAS

- (a) All Association meeting agendas for open meetings shall be available on the website, emailed to all members with an email on file with the Association secretary, and available at the front desk, a minimum of 10 days prior to the meeting date, including special call meetings.
- (b) Meeting agendas shall be considered complete and official at the time of posting. Items to be added to the agenda, may be done so after the meeting has been opened and in accordance with “Roberts Rules of Order” and Association By-Laws.
- (c) Meetings rescheduled due to unforeseen circumstances or acts of god shall be posted on all available media and email with reschedule date.

SECTION SIX - MEETING MINUTES

- (a) All Association meeting minutes for open meetings shall be available on the website, emailed to all members with an email on file with the Association secretary, and be available at the front desk, a maximum of 14 days following to the meeting date, including special call meetings.

ARTICLE XIV - OPERATION OF THE POOL

SECTION ONE - OPERATIONS OF THE POOL

- (a) Pool Rules shall be posted in a highly visible place for all to see on the pool grounds, as well as on the Association website.

- (b) Pool Rules are subject to change at any time by majority board vote with consultation of pool management if under self-management.

ARTICLE XV - CONSTRUCTION

- (a) Where appropriate to the context in these Bylaws, the singular word tense shall be deemed and construed to include the plural word tense and vice versa, and the masculine gender shall be deemed and construed to include the feminine and neuter genders, and vice versa.