

# **DOMINION HILLS AREA RECREATION ASSOCIATION**

BY-LAWS adopted by the Membership of the Association March 16, 1955 and as amended.

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## **ARTICLE I – NAME AND PURPOSE**

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Sec. 1. The name shall be Dominion Hills Area Recreation Association, Incorporated.

Sec. 2. The Dominion Hills Area Recreation Association, Incorporated, under the laws of Virginia, is a non-profit, non-stock corporation, whose purposes are to promote the health and general welfare of its members and associates by constructing, operating, maintaining, and managing a recreational center, including, but not limited to, facilities such as a Community House and a Swimming Pool.

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## **ARTICLE II – MEMBERSHIP**

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Sec. 1. A membership shall be on the basis of a family residing at a single address which may be located at either a single family or multiple family dwelling.

Sec. 2. Each membership shall be entitled to one (1) vote.

Sec. 3. There shall be two (2) classes of membership, regular and emeritus, the maximum number of which shall not exceed five hundred fifty (550). The total number of regular memberships shall not exceed five hundred (500). The total number of emeritus memberships shall not exceed fifty (50).

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## **ARTICLE III – ADMISSIONS & SEPARATIONS**

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Sec. 1. Applicants for memberships shall be admitted upon approval by a two-thirds vote of the Directors present at a Board meeting.

Sec. 2. After proper notification, a membership may be revoked:

a. By a majority vote of members voting at an annual or special meeting of the membership, or

b. By a two-thirds vote of the Directors present at a Board meeting when a member is found to be delinquent in paying any and all financial obligations to the Association to the extent that they equal or exceed the current value of the membership (“current value” equals the initial contribution plus all subsequent special contributions). If a membership is revoked for reasons other than being delinquent in paying any and all financial obligations to the Association, the member will be refunded promptly the current value of the membership subject to deduction of any claims by the Association against the membership.

Sec. 3. Any of the privileges of a membership may be suspended by a two-thirds vote of the Directors present at a Board meeting.

Sec. 4. A membership may be transferred subject to a two-thirds vote of the Directors present at a Board meeting. In the event a proposed transfer is disapproved by the Board, the Association will refund the initial contribution subject to deduction of any claims by the Association against the membership.

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## **ARTICLE IV – FUNDS**

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Sec. 1. The annual budget shall be approved by the membership.

Sec. 2. The books and records of the Association shall be reviewed annually by an accountant(s) selected by the Directors who shall neither be Directors nor Officers of the Association, and the report of the account(s) together with the books and records shall be available to the membership upon reasonable written notice to the Directors.

Sec. 3. The Board of Directors shall establish and maintain a sinking fund for Capital replacement and major repairs.

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## ARTICLE V – BOARD OF DIRECTORS

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Sec. 1. Management of the Association shall be vested in the Board of Directors, fifteen (15) in number, who shall be elected from the membership of the Association.

Sec. 2. The regular term of office of each Director shall be three (3) years or until his successor shall have been chosen. Five (5) Directors shall be elected by written ballot at each annual membership meeting for a term of three (3) years. Members may vote for Directors by written ballot cast while physically present in proper person at the annual meeting or cast and returned to the Secretary either by first class mail, postage prepaid, or by electronic transmission prior to the annual meeting so long as the mailed or electronically transmitted ballots are received physically or electronically in identifiable and verifiable form by the Secretary by 6:00 o'clock P.M., Eastern Time, on the day before the meeting. Any voted ballot submitted by electronic transmission must be such that the electronic transmission shall either set forth or be submitted with information from which it can be reasonably determined by the Secretary that the electronic transmission was authorized by the member entitled to vote. These mailed and electronically transmitted votes, provided they are timely received physically or electronically prior to the meeting as required above, will be added to those cast by the members attending the meeting. The nomination of additional candidates for Director made from the floor during the annual meeting shall not invalidate the ballot votes cast and timely submitted by mail or electronic transmission prior to the meeting.

Sec. 3. Whenever a vacancy occurs on the Board of Directors, the vacancy shall be filled by the Board and the member so elected shall serve until the next annual membership meeting of the Association, at which time a successor shall be elected to fill the unexpired term.

Sec. 4. Nine (9) members of the Board of Directors physically present in proper person shall constitute a quorum at Board of Directors meetings. Proxy voting and voting by electronic transmission by Directors is not permitted.

Sec. 5. If a member of the Board of Directors fails to attend regular meetings of the Board of Directors for three (3) consecutive meetings or otherwise fails to perform, that position on the Board may be declared vacant by the Board of Directors and the vacancy filled as herein provided.

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## ARTICLE VI – OFFICERS

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Sec. 1. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer who shall be elected annually by the Board of Directors from among their membership to serve a term of one (1) year.

Sec. 2. The Board of Directors shall meet after the first membership meeting, and within ten (10) days after each annual membership meeting, to elect the Association officers.

Sec. 3. a. The Board of Directors shall meet upon call by the President.

b. A meeting of the Board of Directors shall be called by the President upon the request of three (3) members of the Board.

Sec. 4. Each Director shall receive at least one (1) day's notice of a Board meeting.

Sec. 5. a. The President and four (4) Board members chosen by the Board of Directors shall constitute an Executive Committee.

b. The Executive Committee shall conduct the business of the Association when the Board is not in session.

c. Three (3) members shall constitute a quorum of the Executive Committee.

Sec. 6. The President shall appoint such committees as may be necessary for the welfare of the Association.

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## ARTICLE VII – MEMBERSHIP MEETINGS

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Sec. 1. The first annual membership meeting of the Association shall be on the first Wednesday in March, 1956; thereafter the annual meeting of the membership shall be on the first Wednesday in February each year at such time and place within Arlington County, Virginia, if not at the Association's Community House at 6000 Wilson Boulevard, Arlington, Virginia, as shall be designated from time to time by the Board of Directors.

Sec. 2. Special membership meetings of the Association may be called by the Board of Directors or the President at any time and must be called by the Secretary when requested in writing by twenty-five (25) members.

Sec. 3. Written notice of the date, time and place of each annual and special meeting shall be given or delivered either personally or by first class mail, postage prepaid, to each membership entitled to vote at least ten (10) days prior to the meeting and for each special meeting at least five (5) days prior to the meeting, and such notice shall include a statement of the agenda.

Sec. 4. Each membership in the Association is entitled to one vote per membership. The membership's one vote may not be divided or split by and between joint owners thereof. To be eligible to vote, all financial obligations to the Association must be fully paid up. A membership entitled to vote may vote only in proper person. Voting by proxy is not permitted. Membership may cast and submit their votes either in person while physically present at any meeting or, as set forth as follows, by first class mail, postage prepaid, or by an authorized form of electronic transmission. When a matter is proposed and scheduled for a vote by being placed on a written ballot and properly noticed in advance prior to an annual or special membership meeting, members may vote on the matter as set forth on the written ballot by submitting and returning their voted ballot to the Secretary either by first class mail, postage prepaid, or by electronic transmission prior to the annual or special meeting so long as the mailed or electronically transmitted ballots are received physically or electronically in identifiable and verifiable form by the Secretary by 6:00 o'clock P.M., Eastern Time, on the day before the meeting. Any voted ballot submitted by electronic transmission must be such that the electronic transmission shall either set forth or be submitted with information from which it can be reasonably determined by the Secretary that the electronic transmission was authorized by the member entitled to vote. These mailed and electronically transmitted votes, provided they are timely received physically or electronically prior to the meeting as required above, will be added to those cast by the members attending the meeting. If significant changes are made to the substance of the subject matter of the proposition as it appears on the ballot and scheduled for a vote during the meeting and those changes render the substantive subject matter of the proposition significantly and materially different than it appears on the ballot, the mailed and electronically submitted ballots shall be invalidated and the motion is carried only by a majority vote of those members physically present in proper person and voting at the meeting. This article does not invalidate the mailed and electronically submitted ballots for Board of Directors elections, as explained in Article V.

Sec. 5. Thirty (30) members shall constitute a quorum at any membership meeting. A physically present quorum is required for any meeting to move forward.

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## ARTICLE VIII – AMENDMENTS

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Sec. 1. An amendment to these By-Laws may be adopted by a majority vote of any membership meeting provided the membership has had ten (10) days written notice of such amendment.

AMENDED – March 2, 1977

AMENDED – March 1, 1989

AMENDED – March 21, 2002

AMENDED – March 1, 1978

AMENDED – March 4, 1992

AMENDED – March 2, 2005

AMENDED – March 5, 1986