



BYLAWS

DOMINION HILLS AREA RECREATION ASSOCIATION

Adopted by the Membership of the Association March 16, 1955 and as amended.

ARTICLE I – NAME AND PURPOSE

Sec. 1. The name is 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.

ARTICLE II – MEMBERSHIP

Sec. 1. A membership is on the basis of an individual or a family residing at a single address.

Sec. 2. The total number of regular memberships may not exceed five hundred (500).

Sec. 3. The Board of Directors may create a separate class of membership for emeritus members in addition to regular memberships. The total number of emeritus memberships may not exceed fifty (50).

ARTICLE III – ADMISSIONS & SEPARATIONS

Sec. 1. Applicants for memberships are 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 increases to the value of the membership). 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.

ARTICLE IV – FUNDS

Sec. 1. The membership must approve the annual budget.

Sec. 2. The books and records of the Association must be reviewed annually by an accountant, who is not a Director or Officer of the Association, selected by the Directors, and the report of the accounts together with the books and records will be available to the membership upon reasonable written notice to the Directors.

Sec. 3. The Board of Directors must establish and maintain a fund for capital replacement and major repairs.

ARTICLE V – BOARD OF DIRECTORS

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

Sec. 2. The regular term of office of each Director is three (3) years or until his or her successor has been chosen. The election of Directors will be staggered so that five (5) Directors are elected by written ballot at each annual membership meeting. The nomination of additional candidates for Director made from the floor during the annual meeting will not invalidate the ballot votes cast and timely submitted prior to the meeting.

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

Sec. 4. Nine (9) members of the Board of Directors present constitutes 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.

Sec. 6. No member of the Association may be eligible for appointment or election to the Board of Directors if the member has already served four (4) or more full or partial terms on the Board of Directors. These terms may be consecutive or non-consecutive. Appointment or election to an unexpired term counts as service of a full regular term for the purposes of calculating this term limit. This Section 6 may be repealed or amended only by a vote of the members held pursuant to Article VIII of these Bylaws.

ARTICLE VI – OFFICERS

Sec. 1 The officers of the Association will be a President, a Vice-President, a Secretary, and a Treasurer who will 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 will meet within ten (10) days after each annual membership meeting to elect the Association officers.

Sec. 3. The Board of Directors must meet upon call by the President. A meeting of the Board of Directors must be called by the President upon the request of three (3) members of the Board.

Sec. 4. Each Director must receive at least one (1) day's notice of a Board meeting. Notice of meetings of Directors may be provided by electronic transmission.

Sec. 5. The President and four (4) Board members chosen by the Board of Directors constitute an Executive Committee. The Executive Committee may conduct the business of the Association when the Board is not in session. Three (3) members constitutes a quorum of the Executive Committee.

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

ARTICLE VII – MEMBERSHIP MEETINGS

Sec. 1. The annual meeting of the membership will be on the first Wednesday in February each year at such time and place within Arlington County, Virginia as may be designated by the Board of Directors.

Sec. 2. A special membership meeting 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 must be given 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 must include a statement of the agenda.

Sec. 4. Each membership in the Association is entitled to one vote. The membership's one vote may not be divided or split by and between joint owners. To be eligible to vote, all financial obligations to the Association must be fully paid.

Sec. 5. A membership may cast votes and submit a ballot either in person while physically present at any meeting, by first class mail, postage prepaid, or by an authorized form of electronic transmission. A ballot submitted either by first class mail or by electronic transmission must be received physically or electronically in identifiable and verifiable form by the Secretary by 6:00 P.M. on the day before the meeting.

Sec. 6. If during a meeting significant changes are made to the substance of a proposition as it appears on the ballot and scheduled for a vote and those changes render the proposition significantly and materially different than it appears on the ballot, the mailed and electronically transmitted ballots will be invalidated and the motion is carried only by a majority vote of those members physically present and voting at the meeting. This article does not invalidate the mailed and electronically transmitted ballots for Board of Directors elections.

Sec. 7. Thirty (30) members constitute a quorum at any membership meeting. A physically present quorum is required for any meeting to move forward.

ARTICLE VIII – AMENDMENTS

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, March 1, 1978, March 5, 1986, March 1, 1989, March 4, 1992,
March 21, 2002, March 2, 2005, December 7, 2017, and February 5, 2020