

# EAST ROCKINGHAM RECREATION ASSOCIATION

## BYLAWS

Revised April 30, 2018

### **ARTICLE I - MEMBERS**

Section 1. The corporation shall have one class of voting members consisting of those persons who execute applications for membership on the forms of the association and paying all associated fees and dues. Members remain current as described in Section 2 of Article I by the By-Laws. No membership shall be transferable and has no capital value.

Section 2. Membership is defined as those individuals living in the same physical household for at least six months out of the calendar year. Members must check-in upon entry to the facility and account for all in the attending party for each visit. Other individuals not living in the same household may be listed upon approval of the membership committee (i.e. babysitters, caregivers) but these individuals can only attend with the primary member(s). These names will be purged each season, so members must submit new names of those not in household for approval. In the instance of divorce, each household will be registered as a separate membership with the new member fee waived for the “new” household.

Section 3. Annual dues and capital projects assessments will be determined by a majority vote of the Board of Directors. To retain membership in the association, all members must pay said dues and assessments annually by the date determined by the board of directors and described on the annual invoice. Late fees will apply to all those that pay after the stated due date. Members may suspend their membership privileges for one season while retaining their membership by paying one-half of the current annual dues and full capital projects assessments. This option may not be taken in consecutive years. Upon failure of any member to pay their assessments, dues, or suspended membership fee, notice will be given to the member that their membership rights will be terminated by notice to last known address of the member. No reimbursement will be made and said member's name will be removed from the list of members of the association.

Section 4. The annual meeting of the membership shall be held on a date during the swim season to be determined by the Board of Directors.

Section 5. The Board of Directors, by affirmative vote of a majority of the members of the Board, may suspend or expel a member and/or their guests after an appropriate board hearing for committing an action that puts members at risk.

Section 6. Special meetings of the members may be called by the President of the Board of Directors to consider any matters upon which advice of the members may be desired although such a meeting is not required under the Articles of Incorporation.

Section 7. Written or printed notice stating the place, date, and hour of any meeting of members other than the usual meeting shall be delivered, either electronically or by mail to each active member in good standing not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, or by the Secretary of the Association. In case of a special meeting required by statute or by the By-

Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, then the notice of the meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Association, with postage thereon paid.

## **ARTICLE II - DIRECTORS**

Section 1. The property, business, and affairs of the corporation shall be managed and conducted by a Board of Directors consisting of twelve (12) Directors. Directors must be members in good standing for at least one year to hold office for a period of three years. Electronic ballots for the election of the Board of Directors will be available five (5) days prior to the annual meeting. Paper ballots will be available at the pool before the annual meeting for anyone unable to vote online. Voting will be by noon of the annual meeting and new directors will be announced at the meeting once votes have been tabulated.

Section 2. These by-laws and the ERRA Operations manual shall govern directors.

Section 3. Meetings shall be conducted on the fourth Monday of every month unless otherwise notified. If a director is unable to attend, they must notify another Board member, preferably the President, to let the Board know they will not be attending said meeting and why. Directors are allowed two absences per year unless job conflicts arise. Other absences must be excused by the President. Board members with more than two unexcused absences are subject to paying the waived annual membership fee upon a majority vote of the Board of Directors.

Section 4. All members can attend any meeting as a non-participating spectator. No interaction by non-board members is allowed. All meetings can be expected to go into closed session at any time by motion of any board member. Those members wishing to have items added to the agenda and to interact with the meeting discussion must make such a request one week in advance to the President or Secretary. Confirmation that the item has been added to the agenda will be given prior to the meeting date.

Section 5. If the office of any Director becomes vacant at any time, the remaining Directors by majority vote may elect a successor who shall hold office for the unexpired term.

Section 6. Special meetings of the Board of Directors may be called by or at the request of the President, or any three (3) Directors.

Section 7. Meetings of the Board of Directors, regular or special, may be held at any place within the State of Virginia, after notice is given at least twelve (12) hours before such meetings. Such notice may be given in writing, by email, or by telephone. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such meeting.

Section 8. Seven of the twelve (12) Directors shall constitute a quorum for the transaction of business.

Section 9. Votes of the Board of Directors shall take place at Director Meetings. Special circumstances may warrant the calling for an electronic vote by the President of the Board, or a member authorized by the President. Such circumstances should allow at least five (5) business days for consideration prior to the finalization of the vote. Email, electronic, or text votes should be used sparingly.

Section 10. Directors shall have access to the pool grounds year-round via key. Only the President, Vice-President, Personnel Manager, and the Pool Manager will have access to the Manager's office.

Section 11. Directors agree to serve on one or more of the Board committees currently offered by the Board: membership, personnel, social, maintenance, governance, and/or finance. Voting for committees shall take place in January of each year. All board members must attend one pool clean-up day in either the spring or fall, as well as attend other pool functions when possible.

### **ARTICLE III - OFFICERS**

Section 1. The officers of the Association shall consist of a President, Vice-President, Secretary, and a Treasurer. However, the office of Treasurer and Secretary may be held by the same director. Officer positions are for one or more calendar years.

Section 2. The said officers shall have the usual powers and shall perform the usual duties incident of their said respective officer and shall perform such other duties as shall from time to time be assigned to them by the Board of Directors. At the option of the Board, the Treasurer shall be required to give a bond for a faithful discharge of his duties. An annual review of cash may also be performed by the Finance Committee, which shall not include the Treasurer.

Section 3. During the absence of the President, the Vice-President shall be vested with all the powers of the President with respect to the signing of and executing of any contract or other papers requiring the President's signature. In the event of the President being absent for so prolonged a period that the Board shall deem it advisable, the Vice-President or such other officer as the Board of Directors may determine shall be designated by the Board to perform the duties and to exercise the powers (to such extent as the Board of Directors may determine) of the President during such absence.

Section 4. In the absence of any other officer of the Association the Board of Directors may delegate his powers and duties to any other executive officer or to any other Director during such absence, and the person so delegated shall for the time being be the officer whose powers and duties he so assumes.

Section 5. In the event of failure to elect any officer at the annual meeting of the Board of Directors or in the event of postponement of such meeting or failure to hold such meeting, the person holding such office during the preceding year, shall, if otherwise qualified, continue to hold the same until a successor is chosen and qualified in his stead.

Section 6. Any vacancy in any office shall be filled for the unexpired term by the majority vote of the Board of Directors.

Section 7. The Board of Directors by resolution may create committees of Directors including an executive committee to exercise such authority and perform such functions as the Board of Directors shall determine.

### **ARTICLE IV – CHECKS AND DRAFTS**

Section 1. All checks, drafts, or orders for the payment of money and all notes and acceptances and bills or exchange shall be signed by such officer or officers or person or persons (whether or not officers of the Association) and in such manner as the Board of Directors shall from time to time determine. Electronic payment may be used for most payments.

## **ARTICLE V – FISCAL YEAR**

Section 1. The fiscal year of the Association shall be determined by a majority of the Directors. The current fiscal year is November 1 – October 31.

## **ARTICLE VI - OFFICES**

Section 1. The Registered Office of the corporation in Commonwealth of Virginia shall be located in the City of Harrisonburg or Rockingham County.

## **ARTICLE VII - GUESTS**

Section 1. Rules, regulations, and prices for guests shall be determined by a majority vote of the Board of Directors as conditions may dictate.

Section 2. Guests of all ages must be accompanied by an ERRRA member during the entirety of the visit. Members shall be responsible for the actions of their guests.

Section 3. Persons over 18 years of age can attend as guest no more than three (3) times per season. Exceptions may be made at the discretion of the pool manager for out-of-town guests.

## **ARTICLE VIII – AMENDMENTS TO BYLAWS**

Section 1. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or in any special meeting, if at least five (5) days written notice is given to Directors of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.