

SOUTHAMPTON RECREATION ASSOCIATION, INC.
Richmond, Virginia 23225
BY-LAWS

ARTICLE I

Name

The name of this corporation shall be the Southampton Recreation Association, Inc., hereinafter referred to as the Association.

ARTICLE II

Purpose of the Association

The purpose of this Association shall be to provide, for the benefit and enjoyment of its membership, a continuous program of outdoor and indoor activities, including swimming and swim team, tennis, ice skating, and other recreational and social activities for children, teenagers and adults in a safe, friendly, and family-oriented environment.

ARTICLE III

Membership

Section 1

Membership in the Association shall consist of five classes: Regular, Inactive, Honorary, Ice, and Tennis Members.

Section 2

Regular memberships shall include the following categories:

- a. Single membership. A single membership applies to one unmarried adult.
- b. Dual membership. A dual membership applies to two adults living in the same household.
- c. Family membership. A family membership applies to one or two adults living in the same household, and their dependent children (through age 18 and/or the year in which they complete high school).
- d. Senior membership. A senior membership applies to one or two adult members, one of whom is 55 years or older, living in the same household.
- e. Legacy membership. A legacy membership applies to members who previously held a family membership and no longer have children in high school. Legacy members may include all children on their membership if at least one of their children is between the ages of 19-23.

Section 3

Members may suspend their membership for a single year due to medical conditions, family or financial emergency, military deployments, or other conditions. The Vice President for Membership and Communication may grant approval for Inactive membership status after consultation with the Executive Committee. Upon the completion of the one-year suspension of membership, members will be able to return to active membership in the appropriate category by paying their annual dues, without any penalty or additional initiation fee beyond what might be owed for Regular membership.

Section 4

Honorary membership may be granted by a two-thirds vote of the Board of Directors, taken by secret ballot, to individuals who have rendered long-term and outstanding service to the Association. Any member of the Board of Directors may nominate an individual for Honorary Membership. Honorary membership shall be life-long membership. Honorary members do not pay annual dues to the Association.

Section 5

The Director of Ice Rink may grant approval for Ice membership status after consultation with the Executive Committee. An ice membership applies to one or two adults, of one household, and their dependent children (as defined in Section 2c). Ice Members are granted use of the ice rink and supporting facilities (e.g., restrooms) while the rink is open and operational, subject to the same rules and regulations as Regular members as appropriate. They may participate in any functions relating to the ice program during the season in which they are currently enrolled.

Section 6

The Director of Tennis may grant approval for Tennis membership status after consultation with the Executive Committee. A Tennis membership applies to one or two adults, of one household. Junior tennis memberships apply to a single youth (through age 18 and/or the year in which they complete high school). Tennis members are granted use of tennis courts and supporting facilities (e.g., restrooms), subject to the same rules and regulations as Regular members as appropriate.

Section 7

Regular and Honorary members shall have full use of all Association facilities.

Section 8

The Board of Directors may suspend an individual member for a period of up to one year for violations of the Association rules or for serious misbehavior which, in the judgment of the Board of Directors, warrants such action. Upon a second or subsequent offense, the Board of Directors shall have the authority to impose a permanent termination of membership. The justification for suspension or termination shall be presented in writing to the member, and if applicable, the head of the offender's household. The member and head of household shall have an opportunity, if so requested in writing, to appeal to the Executive Committee for reconsideration.

Section 9

If a couple who are members living in the same household become divorced, separated, or otherwise living in separate households, either or both members may retain membership by payment of applicable dues for their individual households. No new initiation fee shall be required from either party.

Section 10

A member who does not renew, but subsequently elects to rejoin within fifteen months of the end of the last membership year during which the member was in good standing, may rejoin without incurring an obligation to pay an initiation fee. This option may only be used once during the lifetime of a member.

Section 11

An additional adult, living in the household of a family which holds a family membership to the Association, may be granted inclusion in that membership as an additional member of the household. The Vice President for Membership and Communication may grant approval for this inclusion after consultation with the Executive Committee.

ARTICLE IV Board of Directors

Section 1

The affairs of this Association shall be managed by a Board of Directors consisting of not more than nineteen (19) nor less than thirteen (13) persons, hereinafter referred to as the Board, collectively, and Board Member, individually. The Board shall have the sole and full power to act on behalf of the Association. The Board may delegate this power through Board-adopted policies, specific delegation through a resolution of the Board, or by contract.

Section 2

The membership of the Board shall include the Officers and Directors as described in Article VI; as well as Members At Large.

Section 3

The term of office of members of the Board of Directors shall be three (3) years, with the exception of the President, President-Elect, and Past President, who have a term of office of one (1) year. The terms of the Board Members shall be so arranged that the terms of approximately one-third of the Board shall expire each year. At each General Meeting of the Association in November, the Board Members shall elect the successors to those whose terms are expiring at that time. Newly elected Officers and Directors shall take office beginning December 1, and will continue to serve in that capacity until their successors are elected unless their terms are sooner terminated by resignation or removal. Board Members may serve multiple terms.

Section 4

A report of the Nominating Committee relating to open positions shall be submitted to the Board Members in writing at least ten (10) days prior to the General Meeting at which such elections shall take place. Nominations may also be received from the floor with prior approval of the nominee and in such cases the election shall proceed by secret ballot. A majority of the votes cast shall be required for election to office.

Section 5

In the event of a vacancy on the Board, the Executive Committee shall make a nomination to the full Board of Directors, who will vote on the nomination at the next regular Board meeting. If approved, the new Board Member will take office immediately following the vote and serve out the remainder of the term.

Section 6

A member of the Board of Directors may be removed by a two-thirds (2/3) vote of the Board for cause before the expiration of their term. Unexcused absences from three (3) consecutive meetings or from fifty (50) percent of the meetings in a year shall be considered cause in the absence of an explanation satisfactory to the Board; this shall in no way limit the meaning of the word "cause."

ARTICLE V
Executive Committee

Section 1

The Executive Committee of the Board shall be comprised of the Officers of the Association as defined in Article VI, Section 1.

Section 2

The Executive Committee shall be entrusted with power to act for the Board in the interim between meetings of the Board, but all its actions shall be subject to review and modification by the full Board.

Section 3

A majority of the Executive Committee shall constitute a quorum.

ARTICLE VI
Officers and Directors

Section 1

The Officers of the Association shall be:

- a. President;
- b. President-Elect;
- c. Past President;
- d. Secretary;
- e. Treasurer & Vice President for Finance;
- f. Vice President for Membership and Communication;
- g. Vice President for Facilities;
- h. Vice President for Social Activities; and
- i. Vice President for Technology.

Section 2

The Directors of the Association shall be:

- a. Director of Pools;
- b. Director of Tennis;
- c. Director of Ice Rink;
- d. Director of Swim Team.

Section 3

To be eligible to serve as an Officer or Director, candidates must at the time of their election be a Regular or Honorary member of the Association in good standing.

Section 4

The Board may employ a General/Office Manager for the Association and such other employees as may be deemed necessary for the conduct of the Association's business, under such terms and conditions of employment as may be determined by the Board. Only the Board, Officers, Directors, or the General/Office Manager, acting on express behalf of the Board, shall have the authority to employ any individual in a salaried or wage position of the Association.

ARTICLE VII Duties of Officers and Directors

Section 1

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association, the Board, and the Executive Committee. The President shall have the power to appoint all ad-hoc and non-standing committees necessary to pursue any matter within the purposes of the Association, subject to alteration or confirmation by the Executive Committee at its next meeting, and shall be an ex-officio member of all committees, without vote. The President shall directly supervise the General/Office Manager with the guidance of the Executive Committee.

Section 2

The President-Elect shall perform the duties of the President in the absence or disability of the President. Whenever the word "President" shall appear herein, the phrase "or the President-Elect performing the duties of the President," shall be implied. The President-Elect shall succeed the President.

Section 3

The Past President shall perform the duties of the President in the absence or disability of the President and the President-Elect, and otherwise act as an At-Large Board Member. The President shall succeed the existing Past President when their term is ended.

Section 4

The Secretary shall perform all official acts of the Association for which the action of a Secretary is required and shall be responsible for the proper maintenance of all official records of the Association.

Section 5

The Treasurer and Vice President for Finance shall be responsible for overseeing all accounting, auditing, budgeting, long-range planning, capital maintenance and capital improvements financing, and financial reporting; shall be the custodian of all funds and securities of the Association, and shall oversee the insurance program of the Association; shall present the budget for the coming year to the Executive Committee for review at the October meeting and for approval by the Board at the November meeting; shall be prepared to report the state of the treasury at all meetings of the Board and Executive Committee; and, with the consent of the Board, may delegate the performance for such of duties as may appear advisable to an employee of the Association, acting under their supervision.

Section 6

The Vice President for Membership and Communication shall chair the Membership and Communication Committee; shall be responsible for soliciting new memberships as well as maintaining current memberships; may conduct surveys as needed to determine membership needs and interests,

and shall report the findings of such surveys to the Board; shall oversee the marketing and public relations functions of the Association.

Section 7

The Vice president for Facilities shall chair the Facilities Committee; shall be responsible for coordinating physical plant and property maintenance, landscaping, and security of all facilities; shall be responsible for overseeing the implementation of capital outlay projects, utilities, and other general services for the Association; shall be responsible for the overall operations of all facilities.

Section 8

The Vice President for Social Activities shall chair the Social Activities Committee; shall be responsible for all recreational activities and events not under the supervision of the Directors of the Association; be responsible for organizing and scheduling outdoor day camps, indoor programs and classes, and social activities for children, teenagers and adults; and, with the consent of the Board, may delegate the performance for such of duties as may appear advisable to an employee of the Association, acting under their supervision.

Section 9

The Vice President of Technology be responsible for the update and maintenance of the Association's various technology platforms, including the website and social media platforms; shall be responsible for the engagement of outside professionals to provide expertise and support as necessary; shall work with the Vice President for Membership and Communication and the Secretary to ensure the dissemination of Association materials and leveraging of technology and social media platforms to promote the Association.

Section 10

The Director of Pools shall chair the Pools Committee; shall be responsible for the operation and ordinary maintenance of the swimming pool facilities. In the event that management of the pool is in-house, the Director of Pools shall be responsible for hiring and supervision of all operational staff and lifeguards with the guidance of the Executive Committee. In the event that management of the pool is not in-house, the Director of Pools shall identify, negotiate a contract with, and recommend an outside company; and, upon execution of said contract, shall act as point of contact and liaison for the Board to the contractor.

Section 11

The Director of Tennis shall chair the Tennis Committee; shall be responsible for the operation and ordinary maintenance of the tennis courts; shall act as point of contact and liaison for the Board to any tennis instructors and coaches; and shall coordinate all programs and activities related to tennis.

Section 12

The Director of Ice Rink shall chair the Ice Committee; shall be responsible for the operation and ordinary maintenance of the ice rink; shall act as point of contact and liaison for the Board to any instructors and coaches; and shall coordinate all programs and activities related to the ice rink.

Section 13

The Director of Swim Team shall chair the Swim Team Committee; shall be responsible for the organizing and supervision of any competitive swim teams for the Association; shall be responsible for the hiring of all swim coaches; shall report the schedule of practices and meets to the Director of Pools;

shall work with the Director of Pools and Vice President for Social Activities in scheduling swim team activities.

Section 14

Members At-Large shall have no set duties but shall be called upon to assist other Board Members in their duties, and/or direct special projects, initiatives, or activities as necessary.

Section 15

All Directors shall work with the Vice Presidents and Board to:

- a. assure the efficient, economical, and effective operation of programs for the benefit and enjoyment of the members of the Association;
- b. develop program schedules, operational policies and procedures, rules and regulations, job descriptions, and rental rates and fees for their respective facilities;
- c. interview, employ, and supervise such persons as required to operate their respective facilities;
- d. evaluate their respective operations, identify issues of concern, and develop long range plans in conjunction with the Board;
- e. identify budget, maintenance, and capital outlay needs.

Section 16

Each Vice President and Director shall be prepared to report on the activities of all relevant areas of responsibility at all regular meetings of the Board and, when appropriate, the Executive Committee. Each Vice President and Director may also prepare an annual written report with any appropriate recommendations to be given to the President at the Board Meeting in October.

Section 17

The General/Office Manager shall be responsible for the day-to-day operation of the Association and the management of all employees, under the supervision of the President and in coordination with the Officers and Directors within their respective areas of responsibility.

ARTICLE VIII Committees of the Association

Section 1

The President may appoint Standing Committee Chairs, subject to the approval of the Executive Committee. Chairs of standing committees must, at the time of their appointment, be a Board Member. The Chair of each standing committee shall organize a committee of sufficient size and experience to carry out all of the responsibilities assigned.

Section 2

Standing committees of the Association shall be as follows:

- a. The Pools Committee, which shall be chaired by the Director of Pools;
- b. The Tennis Committee, which shall be chaired by the Director of Tennis;
- c. The Ice Committee, which shall be chaired by the Director of Ice Rink;

- d. The Swim Team Committee, which shall be chaired by the Director of Swim Team;
- e. The Membership and Communication Committee, which shall be chaired by the Vice President for Membership and Communication;
- f. The Facilities Committee, which shall be chaired by the Vice President for Facilities;
- g. The Social Activities Committee, which shall be chaired by the Vice President for Social Activities;
- h. The Nominating Committee, which shall be chaired by the President.

Section 3

The President may appoint other non-standing and ad-hoc committees as necessary to carry out the business of the Association, subject to the approval of the Executive Committee. Chairs of non-standing and ad-hoc committees must be members in good standing of the Association.

Section 4

Program plans and schedules, operational policies and procedures, rules and regulations, job descriptions, and rental rates and fees governing facilities and activities shall originate in and be supervised by the respective standing committees, subject to the approval of the Executive Committee.

Section 5

The Chair of each committee shall maintain appropriate documentation on the activities of the committee, which may include an annual report to be submitted to the appropriate Officer or Director.

ARTICLE IX Meetings

Section 1

Meetings of the Board shall be held monthly. A majority of Board Members shall constitute a quorum. Only those Board Members present may vote. Additional meetings shall be held at such times as shall be fixed by the Board or at the call of the President. All meetings shall be open to the members of the Association except for executive sessions of the Board. Minutes of these meetings shall be made available to all Board Members.

Section 2

A General Meeting of the Association shall be held in November each year, following the scheduled Board Meeting. The agenda for the General Meeting shall include (a) the annual report of the President; (b) installation of new Officers and Directors; and (c) discussion of other matters of interest to the membership. A majority of the Board Members shall constitute a quorum for the General Meeting.

ARTICLE X Membership Dues and Initiation Fees

Section 1

Annual membership dues and initiation fees shall be set by the Board at its December meeting.

Section 2

The full amount of annual membership dues shall be paid by new and renewing members by May 15 of each year. Membership privileges may be revoked for non-payment of dues as of May 15. These dues are fully refundable upon request up to and including May 15. Between May 15 and July 15, if the member elects to discontinue membership, the member may receive a refund of fifty (50) percent of the actual amount paid. After July 15, the annual dues are non-refundable unless authorized by the Board. At the discretion of the Board, members may receive a discount if they submit their payment in full by an early payment date.

Section 3

New members of the Association shall pay the full initiation fee, regardless of the time of year the member joins. One initiation fee shall be due from each member unit as defined in Article III during the lifetime of their membership, as long as said member remains a current member in good standing and has not let membership lapse. The initiation fee may be paid in two equal installments over a thirteen (13) month period, or under such terms as may be set by the Board. However, regardless of when a new member pays the first installment, the second installment shall be due on May 15 of the following year.

Section 4

The Board may assess a maintenance and service fee, or capital improvements surcharge, on each member unit. Such charges shall be set by the Board at the December meeting, or at any time on an emergency basis with a two-thirds (2/3) quorum of the Board present and voting. Once assessed, this fee shall become part of the annual dues for such time as shall be established by the Board, and shall be identified separately on the members' annual statement of dues payable. Requests for individual waivers of this fee may be considered by the Executive Committee.

Section 5

The fiscal year shall be October 1 through September 30. The membership year shall be January 1 through December 31.

ARTICLE XI Financial Accounting and Reporting

Section 1

All funds received by the Association shall be deposited in the name of the Association in depositories approved by the Board. All checks drawn by the Association shall be signed in the name of the Association by the President, Treasurer and Vice President of Finance, the General/Office Manager, or designee as determined by the President.

Section 2

No part of the Association's income shall be distributed to or used for the benefit of any of its members with the exception of paid employees. Upon dissolution, any balance of funds and/or property remaining after payment of all debts shall be turned over to one or more charitable organizations selected by the Board.

Section 3

An annual operating and capital budget for the Association shall be presented by the Treasurer and Vice President for Finance to the Board for initial review at the October meeting and for final approval at the December meeting.

Section 4

All bills owed that are within the Association budget or otherwise approved by the Chair of the expending committee should be paid, subject to the approval of the Executive Committee.

Section 5

A monthly and year-to-date statement of revenues and expenditures shall be provided each month to the Board Members for their review. In addition, an annual financial report shall be presented by the Treasurer and Vice President for Finance at the October Board meeting, and a summary shall be provided to the membership at the General Meeting.

Section 6

All revenues and expenditures shall be accounted for and reported on a cash basis of accounting.

Section 7

The Board is empowered to appropriate funds for special purposes at its discretion.

Section 8

The Board may require bonding of the President, the Secretary and Vice president for Communications, the Treasurer and Vice President for Finance, and the General/Office Manager.

Section 9

The Treasurer and Vice-President for Finance shall recommend an amount to be donated to the Southampton Recreation Association Endowment Fund (hereafter Endowment Fund) at the October Board meeting, with final approval at the November Board meeting. The amount will be calculated based on the net income of the Association, excluding depreciation expense, and cannot exceed 25% of that calculated amount. In years where the Association has a net loss, no amount shall be donated to the Endowment Fund.

**ARTICLE XII
Miscellaneous Provisions**

Section 1

The principal office of the Association shall be: 3201 Chellowe Road, Richmond, Virginia 23225. The registered agent of the Association shall be the Treasurer and Vice President for Finance.

Section 2

Any rules or parliamentary procedures not covered by the By-Laws shall be governed by the latest edition of "Robert's Rules of Order."

Section 3

All policies adopted by the Association prior to the adoption of these By-Laws and not inconsistent with these By-Laws shall be operative until changed by the Board.

**ARTICLE XIII
Amendments**

These By-Laws may be amended at any meeting of the Board by a two-thirds (2/3) vote of the Board, provided that the substance of the proposed amendment has been submitted in writing to all Board Members five (5) days prior to said meeting.

ARTICLE XIV
Effective Date

These By-Laws of the Southampton Recreation Association, Inc. shall supersede any and all previous By-Laws and shall become effective November 14, 2022.