

**PREAMBLE TO THE  
FULLY AMENDED AND RESTATED BYLAWS  
OF  
POPLAR HEIGHTS RECREATION ASSOCIATION, INC.**

This Amendment to the Bylaws of Poplar Heights Recreation Association, Inc. is made this \_\_\_\_\_ day of \_\_\_\_\_, 202\_\_ by the President and principal officer of Poplar Heights Recreation Association, Inc.

**W I T N E S S E T H**

**WHEREAS**, Poplar Heights Recreation Association, Inc. (“PHRA” or the “Association”) was created through the filing of the Articles of Incorporation (“Articles”) in 1954 with the Virginia State Corporation Commission (“SCC”); these Articles were amended in 2007 by the filing of Articles of Amendment (“Articles of Amendment”) with the SCC; and

**WHEREAS**, the original Bylaws were adopted by the Board of Directors in 1964, and then amended in 1967; 1970; November 1981; October 19, 1982; October 18, 1983; October 30, 1985; October 14, 1987; October 13, 1993; April 11, 1996; March 18, 1997; July 15, 1997; June 24, 2001; May 26, 2009; October 20, 2009; January 19, 2009; September 17, 2012; February 25, 2016; April 3, 2017; January 10, 2018; September 16, 2020; November 10, 2020; May 3, 2022; and

**WHEREAS**, Article IX of the Articles, and Article XI, Section 1 of the Bylaws in effect immediately prior to these Fully Amended and Restated Bylaws (“Previous Bylaws”) provide that the Board of Directors may make or alter the Bylaws by placing the proposed amendment on the agenda to be discussed at a Directors’ meeting, and so long as the Directors may only vote on such amendment at a duly called meeting held subsequent to such first meeting where voting on the Bylaws is on the agenda for the meeting; and

**WHEREAS**, Article XI, Section 1 of the Previous Bylaws further provides that such amendments shall be valid unless they would eliminate voting rights expressly granted to the Shareholders by the Bylaws, or unless they are rejected or altered by the Shareholders in accordance with Article XI, Section 2; and

**WHEREAS**, Article XI, Section 1 of the Bylaws further provides that amendments may be adopted by affirmative vote of the majority of the Directors present, except that a two-thirds vote of those present shall be required to change any Bylaws requiring two-thirds of the Directors to approve a particular action; and

**WHEREAS**, Section 13.1-714 of the Virginia Stock Corporation Act (“Act”), as amended, provides that the Board of Directors may amend or repeal PHRA’s bylaws; and

**WHEREAS**, as of \_\_\_\_\_ at a duly called Board meeting, Board members holding more two-thirds (2/3<sup>rds</sup>) of the votes of the Board of Directors approved the Fully Amended and Restated Bylaws contained herein (“Adoption Date”), after having complied with

all other requirements for amendment contained in the Previous Bylaws, and such Board vote is evidenced by its recordation in relevant meeting minutes; and

**WHEREAS**, written notification of the proposed changes was provided by email to Shareholders at least two weeks before the Board voted to approve the Fully Amended and Restated Bylaws; and

**WHEREAS**, the Fully Amended and Restated Bylaws fully and completely replace all Bylaws, and amendments thereto dating prior to the Adoption Date of this Fully Amended and Restated Bylaws; all previous Bylaws are of no effect as of the Adoption Date; and

**NOW, THEREFORE**, PHRA, by its President and principal officer, with the agreement of those Board members holding two-thirds (2/3<sup>rd</sup>s) of the votes on the Board of Directors, hereby amends the Bylaws of PHRA as provided for herein.

The amendments to the Bylaws attached hereto as Exhibit A shall be effective as of \_\_\_\_\_ [insert Effective Date]. The Effective Date shall be the date that these Bylaws become effective as to shares sold after the Effective Date.

**IN WITNESS WHEREOF**, the following signatures and seals are provided on the day and year first above written.

**POPLAR HEIGHTS RECREATION  
ASSOCIATION, INC.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: President

# **EXHIBIT A**

**POPLAR HEIGHTS RECREATION ASSOCIATION**  
**P.O. Box 355**  
**Falls Church, Virginia 22040**

**FULLY AMENDED AND RESTATED BYLAWS OF**  
**POPLAR HEIGHTS RECREATION ASSOCIATION, INC.**

**ARTICLE I – APPLICABILITY OF THESE BYLAWS,**  
**AND TRANSFER AND ISSUE OF STOCK**

**Section 1a. Applicability of these Bylaws.** All Recitals in the Preamble to these Amended Bylaws are hereby incorporated by reference. Unless otherwise stated herein, these Amended Bylaws shall be effective upon their Effective Date.

**Section 1b. Stock.** The Board of Directors is authorized to offer shares for sale, issue shares that it sells, and set the price of shares. The number of PHRA shares shall not exceed Five Hundred (500). The manner in which the Board issues shares shall be determined by the Board in its discretion.

**Section 2. Definitions.**

- a. “Annual Fee(s)” shall have the meaning set forth in Article X, Section 1 herein.
- b. “Board” or “Board of Directors” shall mean the Board of Directors of PHRA.
- c. “Director” shall have the meaning set forth in the Articles of Incorporation and Article III herein.
- d. “Good Standing” shall mean a person (1) does not have an unpaid debt owed to PHRA older than thirty (30) days, and (2) has not been found by the Board to be in violation of any provision of the Bylaws, Articles, and/or rules, which violation has not been resolved.
- e. “Honorary Lifetime Member” shall mean a person granted membership by the Board, in its discretion, wherein the person donates such person’s share(s) to PHRA, in exchange for full use of the pool and tennis courts, and the right to purchase guest passes for family members, friends, visitors and college-age children, but who does not have any Shareholder rights. Honorary Lifetime Members are not eligible to serve on the Board. Honorary Lifetime Members are not required to pay Annual Fees or special assessments that may be imposed.
- f. “Inspector of Elections” shall mean one or more persons to act at a Shareholders’ meeting in connection with determining vote results.
- g. “Member” shall mean the following:
  - (i) A “Shareholder” or “Stockholder”. A “Shareholder” or “Stockholder” shall mean a person with voting rights, and holding shares of stock in PHRA pursuant to the Articles of Incorporation and these Bylaws.
  - (ii) Honorary Lifetime Member as defined in Article I, Section 2(e)

- (iii) A member of the Shareholder’s immediate family residing within PHRA. A Member’s “immediate family” shall mean spouses, children, step-children, adopted children, grandchildren, adopted grandchildren, and siblings of the Member who reside in the Member’s residence whether or not absent therefrom on a temporary basis such as school, college or military or governmental duties.
- (iv) A Tenant as defined in this Article I, Section 2(m)
- h. “Parliamentarian” shall mean the person appointed by a meeting chairperson to oversee procedural aspects of the meeting.
- i. “Presiding Officer” shall mean the person who presides over meetings of the Association. The President shall be the presiding officer unless he or she is unavailable. Otherwise, the Vice President or another Officer may be appointed to serve as the “Presiding Officer.”
- j. “PHRA” shall mean the Poplar Heights Recreation Association, Inc.
- k. Registrar” shall mean the person designated by the Board as custodian of Association records, including share certificates.
- l. “Renter” is defined in Article IX, Section 5.
- m. “Tenant” shall mean a person authorized by a Shareholder to live in the Shareholder’s residence within PHRA for a time period authorized by the Shareholder.

**Section 3. Classes of Stock.** There shall be one class of stock with one vote per share.

Given that (1) the Fairfax County zoning exception (Group 4 Community Use) granted to PHRA in 1954 stipulates that the club’s membership should be limited to “nearby residential areas,” and (2) that Article III of the Articles of Incorporation of PHRA state the purpose of PHRA is to develop, operate, maintain such recreational and other facilities as may be desirable to afford a better community life for the area in or near Poplar Heights, Falls Church, Fairfax County, PHRA aims to sell shares of stock in the area defined by the following:

From the crossing of Lee Highway (US 29) and I-495 north along Lee Highway (US 29) and South Washington Street (continuation in Falls Church City) to the intersection with Broad Street (State Route 7), then west along West Broad Street (State Route 7) in the City of Falls Church and Leesburg Pike (State Route 7), then south along Idylwood Road to its crossing with I-495, and then south along I-495 to the starting point.

Notwithstanding this policy, the Board may decide to sell shares of stock to applicants living outside those boundaries whenever too few applicants are available from within the geographic preference zone as defined above. If an existing Shareholder moves outside the geographic boundaries, such Shareholder may retain the shares issued but is obligated to comply the PHRA governing documents and rules and regulations.

#### **Section 4. Certificates for Shares.**

- a. Form. The certificates representing shares of stock of PHRA shall be in such form as shall be adopted by the Shareholders, and shall be numbered and registered in the order issued. Each shall bear the holder's name and the number of the share and shall be signed by (i) the President or Vice President, and (ii) the Secretary or Treasurer, or any Assistant Secretary or Assistant Treasurer.
- b. Payment. No certificate representing shares of stock shall be issued until the full amount of consideration for the share has been paid, except as otherwise permitted by law.
- c. Share Transfers. The owner(s) of each share of stock shall, for all purposes, be the person(s) in whose name appears on the transfer books of PHRA. Before a share may be transferred on such books, the certificate representing each share must be submitted to the Registrar of PHRA endorsed in full. Notification of intent to transfer share by email is acceptable. To effectuate any stock transfer, the Registrar shall make appropriate entries on the Association's records and shall issue a new certificate to the transferee, which may be done via email. For any stock transfer, PHRA may require a thirty (30) day notice prior to such transfer and shall require a transfer fee in such amount as approved by the Board of Directors. No transfer fee will be required for a transfer within a family.
- d. Any existing Shareholder as of the effective date of these Amended and Restated Bylaws who has paid all Annual Fees, and any other assessed costs, shall have the right to sell and transfer his share to any person who has acquired or is acquiring ownership of the Shareholder's property within PHRA to serve as the purchaser's residence. A Shareholder may not sell and transfer his/her share to an investor who does not intend to live in the residence.
- e. Shares of stock purchased and sold after the effective date of these Amended and Restated Bylaws may not be sold or transferred to another person with the sale or conveyance of their property within PHRA without written consent from the PHRA Board of Directors, authorizing the sale or transfer.
- f. The sale of shares of stock shall be to or by PHRA based on the value of the stock calculated as of the close of the previous fiscal year.

**Section 5. Share Legend.** All shares shall bear an inscription as follows: "The Poplar Heights Recreation Association, Incorporated, is a non-profit corporation, and no dividends shall be declared or paid."

**Section 6. Voting Entitlement of Shares.** Each share shall be entitled to one vote in matters upon which PHRA's shares of stock are entitled to vote. The entitlement to vote shares held in more than one name shall be determined pursuant to Virginia Code Section 13.1- 662, as amended. In voting for Directors, each share of PHRA's stock may cast one vote for each seat to

be filled, pursuant to the voting procedures set forth herein. There shall be no cumulative voting. Thus, for example, a Shareholder may not cast six votes for one candidate.

**Section 7. Limit on Share Ownership.** No person shall own more than one share of stock.

**Section 8. Lost Certificates.** In the event a paper stock certificate is lost, mutilated or destroyed and the Shareholder so certifies to the satisfaction of the Registrar of PHRA, there shall be issued to such Shareholder an electronic certificate which shall entitle the Shareholder to the same rights he/she/they had under the original certificate.

## ARTICLE II - SHAREHOLDERS' MEETINGS

**Section 1. Annual Meeting of Shareholders.** The annual meeting of the Shareholders shall be held in October of each year at such time and place as the Board of Directors shall designate. The election to replace Directors with expiring terms or to fill vacant director seats shall take place at the annual meeting. In the event it is impossible to hold the annual meeting in October, the meeting must be held no later than November 30.

**Section 2. Special Meetings of Shareholders.** A special meeting of the Shareholders may be called by the President in his/her discretion, and shall be called by him or her on the written request of not fewer than twenty- five (25) Shareholders.

**Section 3. Notice of Meetings.** At least ten (10) calendar days before the date of any annual or special meeting of the Shareholders, the Secretary shall cause written notice thereof to be delivered electronically to each Shareholder at the electronic address appearing for such Shareholder on the records of PHRA or member profile. Good faith attempts to deliver any and all notices in compliance with this Section shall serve as conclusive evidence of valid notice.

**Section 4. Quorum for Shareholder Meetings.** An annual or special meeting may convene only when there is a quorum of Shareholders. One-Third in interest of the common stock of PHRA, represented either in person or by proxy at any meeting, shall constitute quorum. The withdrawal of any Shareholder after the commencement of a meeting shall have no effect on the existence of a quorum after a quorum has been established at such meeting. If at any meeting of Shareholders a quorum is not achieved within a reasonable time frame in the discretion of the Board, the Shareholders who are present at such meeting in person or by proxy may by a majority vote of such Shareholders adjourn the meeting to a date not less than ten (10) nor more than sixty (60) days after the date of the original meeting at such date and place as such Shareholders may agree ("Reconvened Meeting"). In that event, the Secretary shall announce the date, time and place at such Reconvened Meeting and notify all Shareholders of such date, time, and place of the Reconvened Meeting, pursuant to Notice requirements of these Bylaws.

**Section 5. Order of Business.** Unless otherwise specified in the notice of the meeting, the order of business at all meetings of PHRA shall be as follows: (1) roll call (proof of quorum); (2) proof of notice of meeting; (3) reading of minutes of preceding meeting (or waiver of the reading); (4) reports of officers; (5) report of Board of Directors; (6) reports of committees; (7) appointment of inspectors of election (when so required); (8) election of Directors (when so

required); (9) unfinished business; and (10) new business; provided, however, that balloting for election of Directors may commence at any time at the direction of the Presiding Officer and may be concluded prior to the meeting if so determined by the Board of Directors in accordance with its meeting policies and procedures, including virtual meeting policies.

**Section 6. Conduct of Meetings.** The President shall preside over all meetings of PHRA and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and proceedings occurring at such meetings. The President may appoint a Parliamentarian at any meeting of the Association. The current edition of Robert's Rules of Order shall govern the conduct of all meetings of PHRA when not in conflict with the Act.

**Section 7. Manner of Action.** Except as otherwise provided herein or by statute, or by the Articles of Incorporation, any corporate action to be taken by vote of the Shareholders shall be authorized by a majority of votes cast at a meeting of Shareholders by the holders of shares entitled to vote thereon.

**Section 8. Voting.**

- a. One Vote Per Share. Each Shareholder in Good Standing shall have the right to cast one (1) vote per share when a vote is called.
- b. Delinquency. No Shareholder may vote at any meeting of the Association or be elected to serve on the Board of Directors if payment by such Shareholder of any financial obligation to the Association is delinquent more than thirty (30) days and the amount necessary to bring the account current has not been paid at least seven (7) days prior to the time of such meeting or election.
- c. Manner of Voting.
  - (i) At a Meeting. Voting by Shareholders at a meeting shall be by voice vote, written ballot, proxy or electronic votes by those eligible to vote, except for the election of Directors which shall be by secret written or electronic ballot (or such other manner determined by the Inspectors of Election), unless the presiding officer determines otherwise or any Shareholder present at the meeting, in person or by proxy, requests, and by a majority vote the Shareholders consent to, a vote by written or electronic ballot indicating the name of the Shareholders voting, the number of votes appertaining to such Shareholders, and the name of the proxy of such ballot if cast by a proxy.
  - (ii) Advisory Referendum. The Board of Directors may include on any ballot questions on which it seeks an advisory vote. Shareholders may suggest questions for an advisory vote which shall be evaluated by the Board for consistency with the exercise of its duties and responsibilities set forth in the Bylaws, Articles, applicable law. In any advisory vote, each such



question on a ballot shall indicate that the vote is for advisory purposes only.

- d. Proxies/Absentee Ballots. A vote may be cast in person or by proxy/absentee ballot. A proxy/absentee ballot may be instructed (directing the proxy how to vote) or uninstructed (leaving how to vote to the proxy's discretion). Only instructed proxy/absentee ballot may be granted by any Shareholder to the Registrar. Proxies/absentee ballots shall be in writing or submitted via electronic means, shall be dated, shall be signed by the Shareholder or a person authorized by the Shareholder (or in cases where the Shareholder is more than one person by or on behalf of all such Persons), shall be valid for eleven (11) months unless a longer time period is provided in the proxy/absentee ballot and shall be filed with the Board. Such proxy/absentee ballot shall be deemed revoked only upon actual receipt by the person presiding over the meeting of notice of revocation from the Shareholder. If a proxy/absentee ballot is partially complete, and signed, it may be counted for quorum purposes.

### **ARTICLE III – BOARD OF DIRECTORS**

#### **Section 1. Board of Directors.**

- a. General Powers. The property, affairs and business of PHRA shall be managed under the direction of the Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the powers of PHRA shall be vested in such Board. The Board of Directors are responsible for seeing that PHRA conforms to its Articles of Incorporation, its By- Laws, and applicable Government statutes and regulations. The Board of Directors shall make, amend, and enforce rules and regulations of PHRA.
- b. Number. PHRA shall have a minimum of three (3) Directors. The number of Directors may be between three (3) and nine (9) Directors, and may be set by written resolution of the Board of Directors based on a majority vote of the Directors at a regular or special Board meeting.
- c. Terms. Directors shall be elected for a term of two (2) years, or until their successors have been duly elected. The Board shall arrange the timing of elections to enable and maintain a one-half stagger of terms on the Board of Directors, pursuant to Article VIII of the Articles of Incorporation. Directors may be re-elected for successive terms.
- d. Qualifications. Directors must be Shareholders of PHRA's stock. If a stock certificate lists two or more Shareholders, then all such persons are eligible to be Directors, subject to other requirements herein. A Shareholder shall be eligible to become a Director after he or she has been a Shareholder for at least one (1) full year.

**Section 2. Removal for Failure to Attend Meetings.** If a Director fails to attend regular meetings of the Board of Directors for three (3) consecutive meetings, or three (3) out of five (5) meetings, or otherwise fails to perform any of his/her duties as a Director, he/she may be removed from his/her office by the majority vote of the Board of Directors and the vacancy filled as herein provided.

**Section 3. Filling Vacancies of Board of Directors.** When a vacancy occurs on the Board of Directors, such vacancy may be filled by the Board of Directors at its discretion, even if such Directors constitute less than a quorum of the Board, until the next annual meeting, at which time the Shareholders shall elect a new Director for the balance of the term.

**Section 4. Nomination and Election of Directors.**

- a. Nomination. Nomination for election to the Board of Directors may be accomplished by procedures promulgated by the Board relating to nominations.
- b. Inspectors of Election. Before each Shareholders' meeting, the Board of Directors or President may appoint one or more Inspectors of Election. Upon appointment, each Inspector shall take and sign an oath faithfully to execute the duties of Inspector at the meeting with strict impartiality and to the best of his/her or her ability. No inspector shall be a candidate for election as a director of PHRA.
  - (i) Duties of Inspectors of Elections.
    1. The Inspectors of Elections, in conjunction with the Board, shall develop election procedures and administer such procedures as are approved by the Board providing for election of Directors.
    2. Inspectors of Elections shall determine the number of shares outstanding, the number of shares present at the meeting, and whether a quorum is present. The Inspectors shall receive votes and ballots and determine all challenges and questions as to the right to vote. The Inspectors shall count and tabulate all votes and ballots and determine the results. Inspectors shall perform other duties as are proper to conduct elections of Directors and votes on other matters, with fairness to all Shareholders. Inspectors shall make a certificate of the results of elections of Directors and votes on other matters.
- c. Election. Election to the Board of Directors shall be by written ballot, electronic voting platform, or as otherwise determined by the Board of Directors. At such election the Shareholders or their proxies (which may be submitted by email to the Board) may cast, with respect to each vacancy, one (1) vote, pursuant to these Bylaws. The persons receiving the largest number of votes shall be elected, at a duly called meeting at which a quorum is present.

## ARTICLE IV – MEETING OF DIRECTORS

### Section 1. Meetings of Directors.

- a. Regular Meetings. A meeting of the Board of Directors shall be held immediately following the annual meeting of the Shareholders, at the place of such annual meeting of Shareholders. The Board shall cause itself to meet regularly with a frequency in which it is reasonable to expect that the duties described herein may be accomplished. Within the parameters described in these Bylaws, the Board of Directors shall determine the frequency, time and place/virtual platform of its regular meetings; the place and/or virtual platform shall be reasonably accessible to allow Shareholders to observe all open Board meetings. The Board may also allow other persons to attend and observe open Board meetings, such as non-Shareholder Members, Honorary Members, Renters, and Tenants.
- b. Special Meetings. Special meetings of the Board of Directors may be called by the President or at the request of two (2) Directors. The person(s) authorized to call special meetings of the Board may designate a reasonably available and accessible place or virtual platform for holding any special meeting of the Board.
- c. Notice of Board Meetings. Notice of any regular or special meeting of the Board must be provided to all Directors pursuant to the terms of this section. Notice shall be in writing and include the date, time, and place of the meeting. Notice may be delivered via one or more of the following ways: via email using an email address reasonably known to be accurate; US Mail. Notice must be provided in a manner such that it is likely to be received by the Director at least three (3) business days prior to the meeting. Notice of all Board meetings must be provided to the Shareholders in a manner reasonably determined to be seen by a majority of Shareholders.
- d. Waiver of Notice of Meeting. Notice of a meeting of the Board of Directors need not be given to any Director who signs a written waiver of notice before, during, or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, and the manner in which it has been called or convened, unless a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, his/her objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 2. Quorum.** A majority of the number of Directors present at a Board meeting shall constitute a quorum for the transaction of business. Whenever, for any reason, a vacancy occurs in the Board of Directors, a quorum shall consist of a majority of the remaining Directors until the vacancy has been filled.

**Section 3. Manner of Action.** The act of a majority of the Directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors.

**Section 4. Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

**Section 5. Meetings by Means of Conference Telephone Call, Virtual Platform or Similar Electronic Equipment.** Members of the Board of Directors may participate in a meeting of the Board in person and/or by means of a conference telephone call, virtual platform or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

**Section 6. Resignation.** Any Director, member of a committee, or other officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein and, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

**Section 7. Removal of Directors.** Any Director may be removed from office by the affirmative vote of Shareholders representing not less than two-thirds of the Shares present either in person or represented by proxy at a duly constituted special Shareholders' meeting, but only after the Director has had an opportunity to address the Shareholders at such meeting. Voting at such a meeting must comply with the Shareholder voting provisions in Article II, Section 8 of these Bylaws.

**Section 8. Open Meetings.** All meetings, other than executive sessions, or portions of a meeting held in closed session, shall be open for observation by the Shareholders. Executive Sessions may be held by the Board to discuss attorney-client privileged and/or confidential information, reports and advice from legal counsel, review contracts being negotiated by the Board, discuss Member specific issues, non-payment of fees owes to PHRA, matters relating to violations of the rules, regulations, these Bylaws, the Articles of Incorporation and/or applicable law, and/or as agreed upon by the vote of a majority of the Board of Directors.

## ARTICLE V – OFFICERS

**Section 1. Corporate Officers, Terms.** The Officers of PHRA shall be President, a Vice President, a Treasurer, an Assistant Treasurer, a Secretary and a Registrar, all of whom shall be elected by the Board of Directors, shortly after each Annual Shareholder Meeting. The President and Vice President shall be elected from the Board of Directors. Unless sooner removed as herein provided, the officers shall hold office until the first meeting of the Board of Directors following the next annual meeting of the Shareholders. All officers except the President may be Shareholders who are not members of the Board.

**Section 2. President.** The President shall preside at all meetings of the Shareholders and at all meetings of the Board of Directors. He or she shall perform such other duties as customarily pertain to the office of the President, including the execution of contracts for PHRA or as he/she may be directed to perform by resolution by the Board of Directors.

**Section 3. Vice President.** The Vice President shall have and exercise all the powers, authority and duties of the President during the absence of the latter or his/her inability to act.

**Section 4. Treasurer.** The Treasurer shall have custody of all funds, valuable papers and other intangible assets of PHRA. He or she shall provide and maintain full and complete records of all the assets and liabilities of PHRA. He or she shall pay out of funds on hand all of the just debts and obligations of PHRA whatsoever and make disbursements as authorized by these Bylaws, the Articles and/or applicable law. He or she will prepare and submit at each regular meeting of the Board of Directors and the annual meeting of the Shareholders a financial statement of the condition of PHRA as of the last day of the preceding month. He or she shall see to the preparation of such tax reports and returns as local, state and federal agencies may require. Upon approval of the Board, the Treasurer may retain the services of a certified public accountant to assist in the performance of his/her duties.

**Section 5. Assistant Treasurer.** The Assistant Treasurer shall assist the Treasurer in his/her duties and shall have and exercise all the powers, authority and duties of the Treasurer during his/her/er absence or his/her inability to act.

**Section 6. Secretary.** The Secretary shall prepare and maintain full minutes of all meetings of the Shareholders and of the Board of Directors. He or she shall give proper notice of all meetings of the Shareholders. He or she shall work harmoniously with the Registrar, and may, if requested by the Board, conduct all correspondence of PHRA, including causing desired notices to be posted on the PHRA website, and shall keep the records of the PHRA stored in an appropriate format (e.g., paper and/or electronically).

**Section 7. Registrar.** The Registrar shall maintain the transfer books of PHRA shares and shall be responsible for performance of all necessary actions in connection with the issuance, transfer, purchase, sale and rental of the shares of PHRA. He or she shall maintain such waiting lists of persons desiring to purchase stock shares and shall conduct such investigations with respect thereto as the Board of Directors shall require.

**Section 8. Removal of Officers.** Any officer of PHRA may be removed from office by the affirmative vote of a majority of the Directors present at a regular or special meeting of the Board of Directors at which a quorum of Directors is present.

## ARTICLE VI – COMMITTEES

### Section 1. Committees.

- a. Committees. The Board of Directors may, from time to time, create such committees as they deem desirable, with such powers and authority (to the extent permitted by law)

as the Board may provide. The Board may appoint Members in Good Standing to serve on committees. Each committee shall be chaired by a member of the Board, as appointed by the Board. Committee members shall serve at the pleasure of the Board. Participation of any one or more members of the committee by means of a conference telephone, virtual platform or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence in person at any such meeting. Any action authorized in writing by all of the members of a committee entitled to vote thereon and filed with the minutes of the committee shall be the act of the committee with the same force and effect as if the same had been passed by majority vote at a duly called meeting of the committee.

- b. Meetings. Regular and special meetings of any committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.
- c. Quorum and Manner of Acting. A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.
- d. Term of Office. Members of any committee shall be appointed, and shall hold office until their successors are appointed by the Board of Directors or until such committee's term expires or the committee is dissolved by the Board of Directors.
- e. Resignation and Removal. Any member of a committee may resign at any time by giving written notice of his/her intention to do so to the President or the Secretary of PHRA; any committee member may be removed, with or without cause, at any time by a majority vote of the Board of Directors.
- f. Vacancies. Any vacancy occurring in a committee resulting from any cause whatever may be filled by a majority vote of the Board of Directors.
- g. Reports. Each committee shall perform such duties as shall be delegated to them from time to time by the Board of Directors, and shall make reports and recommendations to the Board of Directors as appropriate. The President shall be an *ex officio* member of all committees.
- h. Chair. The Chairman of each committee shall be a Board Member, and appointed by the President.

## **ARTICLE VII - PROPERTY AND FINANCES**

**Section 1. Approval of Obligations and Expenditures.** Except for petty cash, any obligation or expenditure of the corporate assets requires the approval of the Board of Directors.

**Section 2. Disposition of Property.**

- a. Tangible personal property of PHRA may be sold, disposed of or transferred only after at least two-thirds (2/3rds) of the Board of Directors have approved such transfer.
- b. Real property of PHRA may be transferred only upon affirmative vote of Shareholders holding two-thirds of all of PHRA's shares of stock.

**Section 3. Depositories for Corporate Funds.** The funds of PHRA shall be (1) deposited only in national banks, state banks, savings and loan associations, savings banks or trust companies operating in accordance with the laws of the Commonwealth of Virginia and only in an institution the deposits of which are insured by the Federal Deposit Insurance Corporation, or the Federal Savings and Loan Insurance Corporation, or (2) invested in shares of an investment company which is registered with the Securities and Exchange Commission in accordance with the Investment Company Act of 1940 and which invests its assets only in obligations issued or guaranteed by the United States Government or any agency thereof and backed by the full faith and credit of the United States.

**Section 4. Requirement for Prompt Deposit.** All funds of PHRA shall be deposited in such depository or depositories qualified under Section 3 above, as the Board of Directors may from time to time by written resolution designate, and shall be so deposited as soon as practicable of their receipt.

**Section 5. Signatory Authority for Checks.** Disbursements of funds for expenses of PHRA shall be made by means of electronic transfer, by check or by other reasonable and usual commercial means. Authority to initiate electronic fund transactions shall reside in the Treasurer and Assistant Treasurer and checks shall be signed by the Treasurer; provided, however, that the Board of Directors may by written resolution (i) authorize other corporate officers to have check signing and electronic fund transfer authority and (ii) provide for the establishment and replenishment of a petty cash fund.

**Section 6. Fidelity Bonds.** The Board of Directors will secure the faithful performance of the Treasurer, Assistant Treasurer and the Registrar by means of an adequate fidelity bond.

**Section 7. Investment of Corporate Funds.** The funds of PHRA may only be invested in (i) interest bearing debt securities insured by the Federal Government or (ii) as specified in these Bylaws.

**Section 8. Annual Review of Books.** The Board of Directors shall cause the books of PHRA to be reviewed annually by auditors selected by the Directors who shall neither be Directors nor Officers of PHRA, and the report of the auditors shall be available to the Shareholders upon written request therefor.

**Section 9. No Compensation for Officers.** No Officer of PHRA shall receive a salary or compensation from PHRA.

**Section 10. Reserve Account for Depreciation.** An appropriate reserve account shall be established, budgeted for yearly and added to yearly. Funds from this account shall be used only for the replacement of major PHRA facilities.

**Section 11. Approval of Expenditures in Excess of \$50,000.** Repair, modification or replacement of Corporation facilities in any one fiscal year with costs estimated to be greater than Fifty Thousand Dollars (\$50,000.00) shall be undertaken upon recommendation of at least a majority of the Board of Directors, and must be approved by a majority of the Shares present or represented by proxy at a duly constituted special meeting of Shareholders, notice of which has included the proposed project. The means of funding the project shall be in accordance with Article X, Section 3, and the project shall not be undertaken without approval by a majority of the Shareholders present and voting in a manner pursuant to Article II, Section 8 of these Bylaws.

## **ARTICLE VIII – GENERAL**

**Section 1. Conformity with Law.** All powers, authority, duties and functions of the Shareholders, directors, officers and employees of PHRA shall be exercised in strict conformity with provisions of all applicable law and regulations, and of the Articles of Incorporation and Bylaws of PHRA.

**Section 2. Substitute Officers.** When any officer is absent or otherwise unable to perform the duties of his/her office, the Board of Directors may by resolution designate another member of the Board of Directors to act temporarily in his/her place.

**Section 3. Maintenance of Records.** Copies of the organization papers of PHRA, its Bylaws, and any amendments thereto, and the transfer books of PHRA shall be preserved in a place of safekeeping. Returns of elections and votes occurring during meetings of the Directors and Shareholders shall be recorded in meeting minutes. The minutes of all meetings shall be approved by the Board of Directors as soon as practicable after its receipt of draft minutes, for example at an ensuing Board meeting.

**Section 4. Written Contracts for Material Expenditures.** Capital additions and maintenance projects that have been duly approved by the Board and that exceed an expenditure of Five Thousand Dollars (\$5,000.00) shall not be undertaken unless and until there is a written contract by and between PHRA the party or parties selected to perform the services and accomplish the work contemplated.

**Section 5. Fiscal Year.** PHRA's fiscal year shall be the calendar year unless decided otherwise by the Board of Directors.



## ARTICLE IX – USE OF RECREATIONAL FACILITIES

**Section 1. Permitted Use.** All Members and such Member’s immediate family may use PHRA’s recreational facilities pursuant to these Bylaws, any relevant rules and/or regulations, and during the times these facilities are open and operable so long as the Member is in Good Standing.

**Section 2. Termination or Suspension of Member Use Privileges.** The Board of Directors may suspend or terminate the use of the recreation facilities of PHRA by any person upon a finding that such person has violated any Bylaw provision, rules and/or regulations of PHRA, or upon a determination that such action is necessary in order to carry out the principal purpose of PHRA as expressed in Article III of PHRA’s Articles of Incorporation. Suspension of privileges to any person for more than one week or termination shall be only by action of at least two-thirds of the Directors, and after notice and due process is afforded to the relevant person. In the event the Board decides to permanently terminate use privileges, the relevant person (“Appellant”) may submit a written petition to the Board to restore privileges. Within a reasonable time after the Board receives Appellant’s written petition, the Board will give notice to Appellant of Appellant’s right to be heard on this matter at a hearing during the executive session of a special or regular Board meeting. Notice will be provided pursuant to the notice provisions of these Bylaws. The Board will make a decision within a reasonable time from the hearing, using its full discretion, and whether or not the Appellant appears at the hearing. The Board will inform the Appellant of its decision in writing within a reasonable time after the hearing. The Board may enact a rule addressing the process of enforcing rules and regulations.

**Section 3. Emergency Removal and Revocation of Privileges.** The notice requirements of these Bylaws may be waived in the event a person’s conduct is so egregious as to necessitate immediate removal and suspension from the facilities, based on the reasonable discretion of the Board and management. In this event the Board will review the situation at a special or regular Board meeting within a reasonable time after emergency revocation of privileges, in order to consider restoring privileges.

**Section 4. Termination of Use Privileges; Board’s Right to Sell Share.** If the privileges of any person are permanently terminated, in order to carry out the principal purpose of PHRA as expressed in Article III of PHRA’s Articles of Incorporation, PHRA may offer to sell the share (if any) held by such person at the book value established at the close of the preceding year, less any debts owed PHRA, and shall refund any payments made by such person attributable to the period after revocation.

**Section 5. Assignment of Use Privileges.** In the event a Shareholder fails to meet the financial obligations of PHRA or if such Shareholder elects to pay the inactive membership fee provided for by Article X, Section 1(f) herein, PHRA reserves the right to assign such Shareholder’s privileges to use PHRA’s facilities to a third party for a fee (“Renter”) and PHRA shall retain all proceeds received for such assignment.

**Section 6. Non-Profit Use.** Upon such terms and conditions, including fees, as the Board of Directors may specify, non-profit organizations may be allowed the use of the recreation

facilities, but only at such times as will cause the least amount of inconvenience to the Shareholders.

## **ARTICLE X - FEES FOR THE USE OF RECREATION FACILITIES**

### **Section 1. Fees, Enforcement.**

- a. Determination of Annual Fee. The annual fee required to be paid for the privilege of using the facilities of PHRA by Members shall be such amount as the Board determines each year (“Annual Fee”). This Annual Fee shall include each Shareholder’s portion of the budgeted expenses for the next operating season, any deficit from the last operating season, appropriate depreciation of PHRA property.
- b. Notice of Annual Fee, Other Charges. The Board shall cause notice of the Annual Fee to be sent to all Members by January 31 of each year. The Board shall cause notice of any other fee or financial obligation to PHRA in the manner set forth herein. Notice shall be sent via email to the email address reasonably known to be accurate for the relevant Member and may post notice on the PHRA website. The Board’s good faith attempt to effectively deliver notice of the Annual Fee shall be evidence of effective notice. Non-receipt by the Member of notice of the Annual Fee or any other charge shall not be a valid excuse for non-payment if good faith delivery of notice was effectuated.
- c. Due Date; Late Fee. The Annual Fee and all other monetary obligations for which a specific due date has not been otherwise established, shall be payable to the Treasurer of PHRA on or before March 1 of each year (“Due Date”). Any Annual Fee or other charge not paid on or before the Due Date shall be delinquent and shall accrue a late charge in an amount established by the Board of Directors. The Board of Directors shall take prompt action to collect any Assessments due from any Member which remain unpaid for more than thirty days after the Due Date for payment thereof. The late charge is in addition to any other enforcement powers.
- d. Suspension of Privileges. In the event payment of the Annual Fee is not received by PHRA on or before March 1, all membership and use privileges of the relevant Member shall be automatically suspended. Membership so suspended may be reinstated upon written application for reinstatement to the Board of Directors accompanied by payment of all debts in full plus all applicable late charges. In the event the Member fails to make application to the Board of Directors for reinstatement, accompanied by the required payments on or before April 30, the Board shall have the right in its full discretion to assign, for a fee, the privilege of the Shareholder to applicants the Board deems qualified.
- e. Forfeiture of Share Due To Non-Payment. If a Shareholder fails to pay his/her Annual or Inactive Fee, the amount of the relevant fee, plus the applicable late charges, shall be deducted by the Registrar from the book value of the share. If a Shareholder fails to pay his/her outstanding debt to PHRA by the end of the swim

season in the year for which such fee is due, the Registrar shall advise the Shareholder, in writing and by certified mail, return- receipt requested, that all outstanding fees and fines must be paid within fifteen (15) days. If the Shareholder does not pay all outstanding fees and fines within the stated time period, then the share will be forfeited, marked cancelled on the books of PHRA and the outstanding book value balance of the share either paid to the Shareholder on demand or held in escrow for two (2) years.

- f. **Inactive Membership Fee.** Notwithstanding the provisions of this Section, any Shareholder, who indicates in writing to PHRA that he/she has been required to be relocated to a place over fifty (50) miles from PHRA for work-related reasons, may on or before March 1 or other designed due date, pay an inactive membership fee (“Inactive Fee”) in an amount to be set by the Board, so long as the Shareholder continues to own real property within PHRA boundaries. Such Inactive Fee shall be in lieu of and in full substitution for the Annual Fee hereunder and the obligation imposed under Article XI hereof. In the event a Shareholder elects to pay the Inactive Fee, the Board shall have the right to assign, for a fee, the use privilege applicable to such share to selected applicants pursuant to Section 2 of this Article. Shareholders and Renters who are facing exceptional hardship/humanitarian circumstances which would prevent them from using the club’s facilities may also apply to the Board to pay an Inactive Fee in consideration of their non-use of the facilities. The same enforcement powers described herein related to the Annual Fee may be used to collect the Inactive Fee.

## **Section 2. Temporary Privileges for Tenants.**

- a. Tenants who lease and occupy the residence of a Shareholder during the Shareholder’s temporary absence due to military or diplomatic assignments, may temporarily use the PHRA facilities subject to the approval of the Board, and in exchange for a temporary use fee set by the Board in its discretion.
- b. All applications for use by a Tenant must be submitted in writing to the Registrar of PHRA where it will be reviewed in the order it was received and within the Board’s discretion.

**Section 3. Adoption of Capital Adjustments.** Increases in the Annual Fee or Inactive Fee for reasons other than operating cost adjustments shall be called capital adjustments, and shall be adopted only upon recommendation of the Board of Directors, and approved by two-thirds of the Shareholders present at a duly constituted meeting, the notice of which has included the proposed action.

**Section 4. Guest Use.** Guests of Members are eligible to use the facilities of PHRA pursuant to the applicable rules and regulations shall pay a guest use fee to be established by the Board. The Board of Directors may make special provision or out-of-town guests staying at the residences of Shareholders for extended periods.

## **ARTICLE XI - AMENDMENTS TO BY-LAWS**

**Section 1. Amendments by the Board of Directors.** Amendments to the Bylaws may be proposed and adopted by the Board of Directors pursuant to the terms in this Article. In order to approve an amendment to these Bylaws, Directors shall place the discussion of proposed amendment(s) on the agenda to be discussed at a regular or special Board meeting. After that meeting, Directors may vote whether to adopt such amendment(s) at a duly called meeting held subsequent to the Board meeting at which the Directors reviewed proposed amendment language. Any Bylaw amendments so adopted by the Board shall be valid unless they would eliminate voting rights expressly granted to the Shareholders by these Bylaws or unless they are rejected or altered by the Shareholders in accordance with Article XI, Section 2. Amendments may be adopted by affirmative vote of a majority of the Directors present at its meeting, except that a two-thirds vote of those present shall be required to change any Bylaws requiring two-thirds of the Directors to approve a particular action.

Notification of the proposed amendments to the Bylaws must be provided by email to Shareholders at least fifteen (15) days before the Board meeting at which a Board vote will be called to approve the proposed amendments.

**Section 2. Amendments by Shareholders.** Voting Shareholders present at a duly held meeting may amend, modify, reject or alter these By-Laws, provided that the proposed text of the amendment has been made available to the Secretary of the Corporation at least fifteen days before the meeting for inclusion in the meeting notice. Amendments may be adopted by affirmative vote of the majority of the voting Shareholders present, except that a two-thirds vote of those present shall be required to change any By-Laws requiring two-thirds of the Shareholders to approve a particular action.

**PRESIDENT'S CERTIFICATE**

The foregoing Fully Amended and Restated Bylaws of the POPLAR HEIGHTS RECREATION ASSOCIATION, INC. ("PHRA"), were duly voted on and adopted at a meeting of the PHRA Board of Directors on \_\_\_\_\_, 20\_\_\_\_\_.

POPLAR HEIGHTS RECREATION ASSOCIATION,  
INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: President