

# BY-LAWS OF THE LARKSPUR SWIM AND RACQUET CLUB, LTD

## ARTICLE I ORGANIZATION

### Section 1. Name

This club is incorporated (not for pecuniary profit) under the laws of Virginia as "Larkspur Swim and Racquet Club, Ltd.", a non- stock corporation.

### Section 2. Purpose

The purposes for ~~which~~ the corporation ~~is organized~~ are the organization, development and operation of a recreational club for the promotion and encouragement of swimming and sports to foster within the surrounding neighborhoods. ~~of all kinds, and to buy, sell, mortgage, lease, pledge and deal generally in such real and personal estates as may be necessary and convenient to further said objects. To foster within the surrounding neighborhoods.~~

### Section 3. Address

~~The post office address of the initial registered office is 1350 Virginia National Bank Building, Norfolk, Virginia. The name of the city in which the initial registered office is located is the city of Norfolk.~~

The address for the club is 732 Edwin Drive, Virginia Beach, VA 23462.

### Section 4. Fiscal Year **Moved from Article VI Section 1**

The fiscal year of the Club shall begin on October 1 and shall end on September 30 of the following calendar year.

## ARTICLE II MEMBERSHIP

### Section 1. Requirements for Membership

Only the individuals who shall have paid the membership fees prescribed by the Board of Directors shall be members.

~~Membership shall include the spouse of the member as well as any family member whose legal residence is the member's address. Such membership shall continue after the death of a member so long as the annual maintenance fees (dues) and assessments are paid by the surviving family members of the household.~~

### Section 2. Number of Members

The number of members shall be that number which the Board of Directors determines annually according to the needs of the Club.

### Section 3. Admission to Membership

~~(a) The membership (initiation) fee for new members shall be that sum established by the Board Directors (plus the current annual maintenance fee (dues). The current membership initiation fee is non-refundable and non-transferable. All \$400.00 or \$500.00 membership initiation fees paid prior to 1982 are refundable and transferable under the conditions contained within these by-laws.)~~

~~(b)~~ New memberships will be accepted according to the order in which they apply, should all membership openings established by the Board of Directors at any given time be filled; the names of any applicants shall be placed in the order in which they apply on a waiting list which shall be established beginning on April 1 of each year. (Inactive members who desire to reactivate their memberships shall be given preference for membership openings in the order in which they apply.)

### Section 4. Acceptance for Membership

When a person applies for membership or when an opening on the waiting list arises, such applicant shall be accepted for membership when he pays the current membership initiation fee. ~~Each applicant must also pay the current annual maintenance fee (dues) in full.~~

## ~~Section 5. Inactive Membership~~

~~Any member may become an inactive member by request in writing that they be placed on the inactive member list. Any non-dues-paying member with a refundable membership initiation fee is automatically placed on the inactive member list. Inactive members shall be subject to a fifty dollar (\$50.00) annual inactive maintenance fee and to any assessments. To reactivate membership, the member must pay all fees and assessments accrued plus the annual maintenance fee (dues).~~

## ~~Section 6. Resignation~~

~~(a) Memberships may be voluntarily terminated. Resignations of members shall be given in writing and delivered to the secretary for presentation at the next meeting of the Board of Directors.~~

~~(b) Any member resigning from the Club who has paid a refundable membership initiation fee may sell his membership to the family buying his house or to any other family. The buyer shall pay the current annual maintenance fee plus any accrued inactive maintenance fees and assessments to the Club. The buyer of the refundable membership initiation fee then assumes the rights and privileges of the refundable membership initiation fee. The seller shall notify the Board of Directors in writing of the sale of his membership.~~

~~Separation or divorce of the spouses in a family is grounds for resignation from the Club with full refund of any refundable membership initiation fee less any inactive membership fees and assessments. After divorce, only one of the former spouses shall be entitled to use the facilities as a member. The children from the household of only one of the former spouses shall be considered members with the former spouse who shall remain a member.~~

~~Any member who has paid a refundable membership initiation fee who moves from his current home to another residence which is more than two (2) statute miles away from the Clubhouse shall be entitled to resign from the Club with full refund of his membership initiation fee less any inactive membership fees and assessments. If the Club does not have the funds immediately available to refund his membership initiation fee, his name shall be added to the list of resigned members who are to be paid when funds become available. Whenever a member with a refundable membership initiation fee while still a resident of the area submits his resignation request to the Board or~~

~~desires to become inactive and notifies the Club in writing by May 1 of the year in which he wishes to become inactive, the member shall not be charged the annual maintenance fee (dues) but shall have his membership initiation fee debited for fifty dollars (\$50.00) per year to a maximum of fifty per cent (50%) of the membership initiation fee at which time the members name shall be added to the list of resigned members eligible to be paid when funds become available and at the sole discretion of the Board. A member with a refundable membership initiation fee who does not submit a written letter of resignation or a written request of his desire to become an inactive member automatically goes on the inactive member list and shall have his membership initiation fee debited for fifty dollars per year to a maximum of fifty per cent of the membership initiation fee. The member must then submit a letter of resignation and his name will be placed on the list of resigned members who are to be paid as funds are available.~~

~~Until the remaining (50%) of the membership initiation fee has been refunded and the member has been removed from the membership list, such member will be entitled to use the Club facilities by paying his annual dues, plus fifty dollars (\$50.00) for each year following his resignation in which no dues were paid plus any assessments.~~

## ~~Section 7. Termination~~

### Section 8.5. Termination and Suspensions

(a) The Board of Directors has the authority to suspend a member, member's spouse, family member or guest from the use of the facilities. This authority may be delegated.

(b) Any member guilty of any misconduct and especially any member whose conduct shall be injurious to the character or interest of the Club or who shall violate the by-laws or established rules, may have his membership from the Club terminated, without refund of any fees, by the affirmative vote of no less than six (6) members of the Board of Directors.

(c) Before any membership can be terminated, ten (10) days notice in writing that such action will be considered by the Board of Directors at a time and place mentioned in said notice, together with a written specification of the charge against him, shall be sent to the member. The notice must be sent by certified mail directed to the members last known address.

(d) The Board of Directors shall be the sole judge of what constitutes misconduct and what constitutes a violation of the by-laws and the established rules of the Club. The Board shall not be liable to any member for such termination.

(e) Any person who, for any cause shall cease to be a member shall immediately thereafter forfeit all of his membership privileges.

(f) Circumstances surrounding terminations and suspensions are left to the discretion of the board.

### **ARTICLE III PRICE OF MEMBERSHIP AND MAINTENANCE FEE**

The annual membership dues shall be such sum as may be fixed by the board of directors according to the needs of the club.

#### **Section 1. Membership Initiation Fee**

~~The price of the membership initiation fee shall be fixed by the Board of Directors according to the needs of the Club.~~

~~Section 2. Annual Maintenance Fee The annual maintenance fee (dues) shall be such sum as may be fixed by the Board of Directors according to the needs of the Club.~~

~~Annual maintenance fees (dues) must be paid by the opening date of the Pool. If the annual maintenance fee is not paid by the opening of the Pool and the member has not requested inactive membership status, the membership will be terminated.~~

### **ARTICLE IV GOVERNMENT**

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

(a) The control and management of the Club and its affairs and property shall be entrusted to a Board of Directors, consisting of President, Vice President, Secretary, Treasurer and eight (8) Directors: Pool Maintenance, Social Director, Building and Grounds, Concessions, Membership, Swim Team Representative, a Tennis Representative, and a Larkspur Civic League Representative. (b) In addition to the eight (8) elective directors, as above provided, ex-presidents of the Club shall be ex-officio members of the Board of Directors for a period of one (1) year after they cease to hold the office of President.

## Section 2. Tenure of Office

On even-numbered years six (6) directors will be elected for two-year terms. On odd-numbered years five (5) directors will be elected for two-year terms. If a director position is vacated at any time prior to the completion of the two year term of office, the board may assign a replacement director to that position for the remainder of the term. The Larkspur Civic League Representative will be assigned by the Civic League for a maximum two year period and approved by the standing LSRC Board of Directors.

## Section 3. Meetings of the Board

Meetings of the Board of Directors may be called ~~at the call by~~ of the President or any six (6) of the directors upon two (2) days notice to each director of the time and place of such meeting

## Section 4. Quorum

Seven (7) members (or more than half if all positions are not filled) of the Board of Directors shall constitute a quorum for the transaction of business.

## Section 5. Duties and Powers

(a) It shall be the duties of the Board of Directors to carry out the objects and purposes of the Club, subject to the by-laws. They shall have the power to admit members and to suspend and terminate memberships; to fill any vacancy that may occur in any office or in the membership of the Board until the next succeeding annual meeting or until his or their successor or successors are elected and qualified; to establish such employment positions as may be deemed necessary or desirable and to appoint, direct and dismiss all employees and servants of the Club; to regulate special use of the facility; to make and amend rules for the use of the Club by its members and guests and for their conduct while in the Clubhouse and on the grounds of the Club, and other such rules and regulations, not inconsistent with these by-laws, that they may deem necessary; and to fix and remit penalties for the violation of the by-laws and rules.

(b) Three consecutive months of absenteeism from regularly scheduled Board meetings is grounds for removal from the Board ~~effective March 14, 1976~~. The Board of Directors, by a two-thirds (2/3) vote at a regular business meeting, shall have the power to remove any officer from his office.

## Section 6. Committees

(a) For the better execution of their powers and duties, the Board shall appoint from their own number, or from members of the Club, such committees as occasion may require and as they may deem necessary.

(b) The President of the Club shall be an ex-officio and advisory member of each of these committees.

## Section 7. Annual Report

The Board of Directors shall present to the Club, at each general membership meeting in August, a report of the conditions of the Club and its property, and an account of the financial transactions in the past year. This report and account shall be printed and delivered to each member of the Club at the meeting.

## Section 8. Reserve Funds

The Board of Directors shall maintain at all times ~~a the~~ minimum ~~budget the funds of the pool in a fiscally responsible manner~~ Reserve Fund of four thousand five hundred dollars (\$4500.00). This Reserve Fund shall be maintained for use only in emergency situations to keep the pool in operation in case of a major equipment failure. Should the Reserve Fund be used, the Board of Directors shall immediately suspend repayment of all refunds until such time as the Fund reaches its minimum funding level. In any event the next subsequent budget shall include sufficient funding to the Reserve Fund to bring it to its minimum level.

## ARTICLE V OFFICERS

### Section 1.

The officers of the Club shall be President, Vice President, Secretary and Treasurer. The directors will be Pool Maintenance, Social Director, Building and Grounds, Concessions, Membership, Swim Team Representative, Larkspur Civic League Representative, and a Tennis Representative. Each position will be filled by a vote for a candidate as a specific director during the general membership meeting for the following year except for the Civic League Representative who will be assigned by the Larkspur Civic League.

If an emergency or extenuating situation develops, the board may allow changes among

positions held by the directors. The directors will then hold the reassigned position for its duration.

## Section 2. Duties of Officers

(a) President: The President shall preside at all meetings of the Club and of the Board of Directors and shall have the general supervision over the affairs of the Club, its property and its servants. He shall be an ex-officio member of all committees. He shall, upon assuming the duties of his office, give a bond in such sum as shall be prescribed by the Board of Directors, the premium therefore, if any, to be paid for by said Club.

(b) Vice President: In the absence of the President, the Vice President shall perform his duties. Should neither be present at any meeting, a chairman shall be chosen by vote. The VP shall automatically assume the office of President at the appropriate time. The Vice President also will perform all duties related to Pool Operations.

(c) Secretary: The secretary shall keep the records of the meetings of the Club and of the Board of Directors, the corporate seal of the Club and the list of its members, and shall perform such other duties as may from time to time be fixed by the Board. He shall deliver notices of all meetings of the Club and of the Board of Directors to members thereof, as provided by the by-laws and shall conduct all correspondence, excepting that pertaining to the office of Treasurer.

(d) Treasurer: The Treasurer shall collect and discharge the funds as directed by the Board; he shall keep the accounts in books belonging to the Club, which shall be at all times open for inspection of the Board of Directors, to whom he shall make monthly reports of the money received and paid out and of the amount of funds on hand. ~~He shall, upon assuming the duties of his office give a bond in such sum as shall be prescribed by the Board of Directors, the premium therefore, if any, to be paid for by said Club.~~

(e) Authority and Form of Signature: All checks, drafts or orders for the payment of money shall be signed by the Treasurer, President or Secretary or [authorized check signer](#). ~~by such executive employees of the Club as the Board of Directors may from time to time designate.~~

## ARTICLE VI MEETINGS AND ELECTIONS

~~Section 1. Fiscal Year~~ Moved to Article 1 Section 4.

~~The fiscal year of the Club shall on April 1 and shall end on the last day of March of each year.~~



## Section 1. Annual Meeting

(a) The annual meeting and the election of the directors of the Club shall be held in August at the Clubhouse, ~~or at such other convenient place as the Board of Directors may designate.~~

(b) The Secretary shall give ten (10) days notice, by either mail, [electronic mail](#), posted notice or on the LSRC Web Site, of the date, hour and place of the annual meeting and, if available, the ~~ticket~~ [slate of candidates](#) containing all names of the candidates nominated in accordance with the provisions of these by-laws. Additional agenda items may be included as appropriate.

## Section 2. Special Meetings

Special meetings of the Club may be called at any time by the order of the President or by six (6) members of the Board of Directors. ~~Fifty (50)~~ [Thirty \(30\)](#) members of the Club may call a special meeting, with or without the consent of the officers, by posting a written call over their own signatures upon the bulletin board of the Club, which shall be kept in a conspicuous place in the Clubhouse, and by notifying the Secretary. The call for a special meeting shall set forth the purpose of the meeting and the notice thereof shall be sent by either mail, [electronic mail](#), posted notice or on the LSRC website, by the Secretary to each member ten (10) days prior to the time of such meeting. No business other than that specified in the call and notice shall be transacted.

Section 3. Quorum ~~twenty-five member~~ [percent of](#) units shall constitute a quorum at any meeting of the club.

## Section 4. Order of Business

The order of business at all meetings of the Club and of the Board of Directors shall be as follows: 1. Reading of Minutes 2. Reports of Committees 3. Treasurer's Report 4. Elections [and](#) 5. General Business

## Section 5. Rules of Order

The [Robert's](#) Rules of Order ~~as contained in Robert's Manual when not consistent with these by-laws~~ shall govern the meetings of the Club. ~~and of the Board of Directors.~~

## Section 6. Nominating Committee

The Board of Directors shall appoint a nominating committee consisting of three ( 3) members of the Club, one of whom shall be a member of the Board not seeking re-election and two (2) current members of the Club not seeking election and unrelated to any current Board member. The members of the committee shall act independently of each other. They shall have no veto over each other. The committee may nominate a number of members which is less than or greater than the number of vacancies to be filled. The nominations shall be posted in a notice at the Clubhouse one week prior to the election. Members may write in their own names on the notice up to the day of the election.

#### Section 7. Right to Vote

There shall be one vote per membership unit. No member shall be permitted to vote at the annual election or annual meeting ~~who is not in good standing. whose indebtedness to the Club accrued prior to May 31 remains unpaid. Inactive members are not permitted to vote.~~

#### Section 8. Tellers

The Board of Directors at their meeting preceding the election shall appoint one (1) member who shall not be a member of the Board of Directors to be Teller of the annual election. Such Teller shall receive and count the ballots cast at each election and certify the results to the Secretary. The person receiving a plurality of the votes shall be declared elected.

### **ARTICLE VII AMENDMENTS**

These by-laws may be modified, altered or amended by a 2/3 vote of the members present at two consecutive Board of Directors' meetings. The membership shall be informed in writing of any proposed by-laws changes 10 days prior to the final vote of the Board of Directors. Any member in good standing may propose a by-law change by giving written notice of the proposed change to the Secretary thirty (30) days in advance of a special meeting. The Secretary shall then give immediate written notice to all Board members and written notice to the general membership ten (10) days prior to the special meeting. A 2/3 vote of the ~~fifty~~ thirty (30) members necessary for a special meeting is required to pass an amendment.