



**FAIR OAKS RECREATION ASSOCIATION
BYLAWS AND RULES**

Fair Oaks Recreation Association
3720 Charles Stewart Drive
Fairfax, Virginia 22033 March 2012 Approved

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ARTICLE I NAME

The name of this organization is the Fair Oaks Recreation Association (FORA).

ARTICLE II PURPOSE

The purpose of FORA is to furnish swimming and other recreational facilities for members and their families. FORA will be operated on a non---profit basis. FORA earnings, if any, may not be used to benefit any non---contracted member individually.

ARTICLE III MEMBERSHIP

Section 1 Number of Memberships

Based on the Special Resolution of the Board of Zoning Appeals dated September 26, 2006, FORA membership is limited to 420 family memberships. The Board of Directors may limit membership to less than 420 if determined to be beneficial to FORA operations.

Section 2 Membership Types

(a) Regular Membership

Open to all families within Fair Oaks Estates and selected portions of the Fair Woods community, this membership consists of a one---time nonrefundable initiation fee that is established by the Board of Directors. Only regular members are entitled to transfer this membership with the sale of their house, provided they are in good standing with FORA. Such members are the only members with voting rights in FORA.

(b) Temporary Memberships

The Board of Directors, in its discretion, may establish temporary memberships if it determines that their establishment would be in FORA's best interests. Persons who reside outside the regular membership boundaries are eligible for a Temporary Membership. This constitutes a one-year term coinciding with the FORA fiscal year (March 1 – February 28) and is subject to availability. It is nontransferable or refundable. A temporary member has no voting rights in FORA. Applications for temporary memberships will be filled by date of application. Temporary applications will be approved, if at all, according to the date received. The Board of Directors establishes the temporary membership fee yearly.

(c) Equity Memberships

Members who joined prior to March 20, 1990 and paid the equity contribution are considered to have an equity membership. Upon leaving FORA they are entitled to a refund of the original equity membership contribution less any liens or obligations owed FORA. Members who receive a refund of their equity membership relinquish their rights as a member. Equity Members have the same voting rights accorded regular members and must comply with all the requirements of regular members. This type of membership will expire once all equity owners leave FORA.

Section 3 Membership Applications

Membership applications shall be submitted on forms designated by the Board of Directors.

Memberships will be approved or denied by the Board of Directors or a committee appointed by

the Board. Any applicant denied membership has the right of review by the membership at large under procedures established by the Board of Directors. Membership will not be denied on the basis of age, race, color, religion or national origin. The Board of Directors may review, suspend, revoke or deny a membership where any member of the applicants/members household has been convicted of a misdemeanor or felony involving moral turpitude.

Section 4 Waiting Lists

If no regular memberships are available, new applications will be placed in a file by date of application. Applicants from Fair Oaks Estates will receive priority over all other applicants. In the event a waitlisted applicant declines an offer of membership when extended, or does not fulfill the requirements for membership, the applicant will be removed from the waiting list. An offer of membership will expire 14 calendar days from the date a wait-listed applicant is sent notification of the offer. An offer of membership may be accepted only by payment of membership fees and annual dues, if applicable.

Section 5 Membership Fees

The Board of Directors in accordance with the financial needs of the Association will establish membership fees and payment schedules, including late fees. The Board of Directors may establish discount membership fees as an inducement to potential applicants. Membership fees are not refundable once the yearly membership is received.

Section 6 Special Fees

Special fees, including those for capital improvements, repairs or additions, may be established by a two-thirds vote of the membership at the annual or special meeting where notice has been properly made to the membership in accordance with Article VII, Section 3. Special fees are payable as specified by the Board of Directors.

Section 7 Issuance of Memberships

The Board will maintain a record of all types of memberships and a current membership list. The Secretary and Membership Director will be responsible to keep it current. The Board of Directors must approve the transfer of any membership in order to confirm that the membership is free of liens and obligations.

Membership entitles all persons in the family unit to use FORA's facilities as long as the membership remains in good standing. A family unit includes all immediate family members permanently residing together, except that the Board of Directors may, upon written request, authorize additional persons to be considered within the family unit.

Section 8 Memberships in Good Standing

Memberships are considered in good standing as long as all fees and dues are paid and the member is in compliance with FORA's Articles of Incorporation, Bylaws and Rules.

Section 9 Lessees of Regular or Equity Memberships

Regular or Equity Members in good standing may permit renters/lessees of their homes to use their membership upon notification in writing to the Board of Directors. Persons in the renter's family unit may then use the FORA facilities in place of the owners. Memberships shall remain in the names of the owners, who shall retain voting rights in FORA. The Board of Directors may impose a small fee on the owner to cover incidental expenses relating to the renter's use of an owner's membership. These members relinquish their entitlement to use the FORA facilities while a lessee or renter has been approved to use their membership.

Section 10 Transfer of Membership with Sale of Home

Equity Members in good standing with FORA residing within Fair Oaks Estates may transfer their memberships with the sale of their home. Equity members living outside of Fair Oaks Estates are entitled to equity refunds only and do not have the ability to transfer their membership. Regular Members in good standing automatically transfer their membership with the sale of the home.

Section 11 Inactive Memberships

A member in good standing may apply in writing to the Board of Directors to have his/her membership placed in inactive status. Acceptance of inactive status is at the discretion of the Board of Directors and will not be approved if the Board determines that it will place an undue financial hardship on FORA. The Board of Directors will render its decision after receiving a member's written request.

Members in inactive status are excused from payment of annual dues, but must pay an annual maintenance fee determined by the Board of Directors. Such members lose voting privileges while they remain in inactive status and are not permitted to use FORA facilities. Also, any member remaining in inactive status for more than three consecutive years may be expelled. Requests for extensions of inactive status must be made in writing to the Board.

Section 12 Guests

Guests of members may use the Association facilities subject to the limitations established by the Board of Directors and contained in FORA Bylaws and Rules. Members are responsible for their guests at all times while their guests are using the FORA facilities. Non---members living within the regular membership boundaries are not permitted as guests.

Section 13 Expulsion and Suspension

Members who do not comply with FORA's Bylaws and Rules or whose conduct is detrimental to FORA are subject to suspension or expulsion. The Board of Directors may authorize the Manager to suspend membership privileges for up to seven days as a disciplinary measure. Membership privileges may be suspended for longer periods, or a member expelled, upon the affirmative vote of a simple majority of the Directors, after being granted an opportunity for a hearing before the Board of Directors.

Failure to pay annual dues, maintenance fees while in inactive status, special assessments or guest fees will cause membership privileges to be suspended until payments are made. In the event that members or their guests incur damages, full restitution will be required. Failure to fulfill this

obligation will also result in suspended privileges. The Board of Directors may reinstate a member once the membership is free of any financial obligation.

Section 14 Liability of Members

FORA members are liable for property damaged by members of their family unit, their guests, or their renters who are authorized to use Association facilities.

ARTICLE IV DIRECTORS

Section 1 Number of Directors

The Board of Directors is comprised of up to seven and no less than three members, of which no two shall belong to the Association under the same membership. The Directors shall manage the Association without compensation.

Section 2 Qualifications

Regular Directors must be regular members in good standing of FORA, and the majority must live within Fair Oaks Estates.

In addition to Regular Board Directors, the Board may be comprised of up to 2 Temporary members. At no time can Temporary Board Directors comprise 49% or more of the total Board. Temporary Board Directors are required to pay their pool membership dues in full prior to election to the Board.

Section 3 Election and Tenure

The Board of Directors shall be elected by FORA members with voting rights at the Association's annual meeting. Elected Board Members serve for a period of three years. To ensure managerial continuity, the elections for the board positions shall be staggered, with the result that elections should be held each year for a selected number of board positions.

Temporary Board Directors will be elected at the conclusion of the FORA Annual Meeting and have a tenure of one year, expiring at the beginning of the next year's FORA Annual Meeting. A Temporary Board Director may only serve up to 3 consecutive terms.

Section 4 Vacancies

Vacancies may be filled by majority vote of the remaining Directors. Directors elected in this fashion will serve until the next annual meeting, at which time the membership will elect a Director to serve the remaining portion of the term created by the vacancy.

Section 5 Removal

Directors may be removed by the same procedures as those established for removal of Officers.

Section 6 Meetings

The Board of Directors will meet at least once a month. The President or any three Directors may also call special meetings at any time. Meetings will be held in Fairfax County at times and places set by the President. In the absence of the President and Vice President, the President may appoint a chairperson.

Section 7 Quorum

A simple majority of Directors constitutes a quorum, unless the laws of the State of Virginia require a greater number.

Section 8 Authority

The Board of Directors will exercise general control of FORA. This authority includes, but is not limited to:

Transacting FORA's general business, including the construction, expansion, maintenance and repair of its facilities;

Establishing membership fees, maintenance fees, guest fees, annual dues and other fees deemed necessary by the Board;

Establishing and enforcing rules for FORA activities;

Acting on membership matters, including membership acceptance, status and suspension and/or expulsion matters;

Employing the service of commercial management firms and contractors needed for FORA operations;

Arranging for surety bonds;

Electing and removing officers;

Authorizing the incurrence of obligations and their payment;

Electing interim directors to fill vacancies;

Preparing financial reports for the annual meetings;

Providing for a competent periodic audit of the FORA records;

Selecting depositories and investments for FORA's funds.

Adopting or amending FORA bylaws and rules to the extent authorized in the Articles of Incorporation and these Bylaws;

Selling, renting or leasing any FORA owned properties; and

Mortgaging FORA property to raise funds for construction or operation in accordance with the purposes for which the Association was organized.

Section 9 Failure to Attend Meetings

If a Director fails to attend three consecutive meetings of the Board or otherwise fails to perform duties involving such directorship, the Board of Directors may declare the directorship vacant and then appoint an interim director to fill the vacancy.

ARTICLE V OFFICERS

Section 1 Number of Officers

The Officers of the Association are the President, Vice President, Secretary, Treasurer, Membership Director and such other Officers as the Board of Directors may determine. The Officers will be elected by the Board of Directors from among their own number at the first meeting of the Board after each annual meeting of the Association and will serve until the next annual meeting. No person may hold more than one office. Officer positions may only be held by Regular Board Directors, Temporary Board Directors may vote at Board meetings, but are precluded from holding Officer positions.

Section 2 The President

The President will:

Preside at all meetings of the members of the Board of Directors;

Act as FORA's principal executive officer in connection with all business authorized by the Board of Directors and sign or delegate signature of all official contracts, agreements, authorizations and applications pertaining to the business of the Association;

Direct and supervise all employees of the Association and appoint, discharge, and compensate employees of the Association, subject to the approval of the Board of Directors;

Have the authority to sign checks.

Section 3 The Vice President

The Vice President will exercise all powers of the President during the President's absence or disability, have the authority to sign checks, and may perform such other duties as directed by the President.

Section 4 The Treasurer

The Treasurer will:

Have custody of all of FORA funds and financial records, subject to any limitation imposed by the Board of Directors;

Have the authority to sign checks;

Collect revenues payable to FORA;

Maintain a current list of members due "equity refunds";

Maintain complete records of FORA's assets and liabilities;

Prepare and present financial reports to the Board of Directors;

Have Federal and State tax returns prepared as required by law;

Submit annual tangible property listing and pay any Fairfax taxes required by law;

Maintain FORA's Corporate Status with the Commonwealth of Virginia;

Perform other sundry duties required by the Board of Directors.

Section 5 The Secretary

The Secretary will:

Prepare and maintain full records of meetings of the Board of Directors and of the Association, including complete returns of all elections;

Give notice to all members of membership meetings and notice to all Directors of all Board of Directors meetings;

Sign all official contracts, agreements, authorizations, and applications pertaining to the business of the Association and affix the corporate seal thereto;

Maintain the corporate seal of the Association; and

Establish and maintain all correspondence files.

Section 6 Membership Director

The Membership Director will:

Track active and inactive permanent Memberships and temporary memberships; b. Prepare and send annual dues forms;

Prepare and distribute season opening items;

Process all new membership requests;

Reconcile, with the Treasurer, annual dues payments with membership list and processes late notices; and

Track membership totals.

Section 7 Duties

The Board of Directors may direct Officers to perform other FORA duties.

Section 8 Removal

An Officer may be removed from office by majority vote of the Association members at an annual or special meeting after being granted an opportunity to be heard. The Board of Directors may likewise remove an Officer. The decision of the Board may be overruled with respect to an Officer's removal by majority vote of FORA's voting membership.

ARTICLE VI COMMITTEES

Section 1 Committees

The Board of Directors may designate one or more committees consisting of two or more Directors and having such authority as specified by the Board of Directors and within the limits of the laws of the State of Virginia and these Bylaws.

Section 2 Other Committees

The President, subject to the approval of the Board of Directors, may appoint other committees as necessary to fulfill the Association's purpose.

ARTICLE VII MEETINGS OF THE MEMBERS

Section 1 Annual Meeting

The annual Association meeting will be held in March in Fairfax County at a time and place set by the Board of Directors.

Section 2 Special Meetings

Special meetings may be called at any time by the President or by the Board of Directors and will be called by the Board of Directors within 30 days of the receipt of a written request signed by at least ten percent of the membership of the Association.

Section 3 Notice

Written notice stating the place, day and hour of meetings will be delivered by the Secretary not less than 10 days nor more than 30 days before each meeting. Notification will be provided electronically to each member household. If mailed electronically, each notice will be deemed delivered upon electronic receipt to the member at the e-mail address as it appears in FORA's records.

Section 4 Quorum

At any meeting of the Association, except for the purpose of amending these Bylaws, ten percent of the membership that is represented in person or by proxy constitutes a quorum. A majority vote of the quorum is necessary for the adoption of any matter voted upon, unless the laws of the State of Virginia, the Articles of Incorporation, or these Bylaws require a greater proportion.

Section 5 Voting

Each regular member family in good standing is entitled to cast one vote, either in person, by proxy exercised by an adult member of the same family unit, or by written proxy exercised by the Board of Directors or an adult member in good standing. Written proxies must be dated and recorded with the Secretary prior to the meeting being called to order at which the proxy is to be exercised.

ARTICLE VIII ANNUAL DUES

Section 1 Establishment

The Board of Directors will, by March 15 of each year, establish and communicate to members the amounts and schedules for payments of annual dues for active members and maintenance fees for inactive members.

Section 2 Payment

Annual dues and maintenance fees are payable by April 1st, unless otherwise directed by the Board of Directors.

Section 3 Penalties

Penalty fees for late payment of dues or fees may be imposed by the Board of Directors.

Section 4 Prorated Dues

New regular members that join FORA after the beginning of the recreational season shall pay annual dues on a prorated basis as determined by the Board of Directors.

Section 5 Inactive Status

Members desiring inactive status must petition the Board of Directors each year. Those denied inactive status will be considered active members and are responsible for all annual fees for that year. The Board of Directors will render their decision.

ARTICLE IX FINANCES

Section 1 Annual Budget

An annual budget showing anticipated revenues and proposed expenditures for the fiscal year will be adopted by the Board of Directors by the beginning of the fiscal year. The fiscal year begins on March 1 and ends on the last day of February.

Section 2 Approval of Expenditures

Any expenditure or obligation requires the approval of the Board of Directors as evidenced by the minutes of meeting or by the annual budget or amendments thereto.

Section 3 Disbursements

All disbursements of Association funds will be by check signed by two of either the President, Vice President or Treasurer; except for disbursements from the petty cash fund for postage and other incidental expenses of the Association not to exceed \$500 per fiscal year. Those persons authorized to sign checks may not be related or of the same family unit.

Section 4 Review

FORA's accounts will be reviewed at least annually in a manner to be determined by the Board of Directors. A member of the Board of Directors may not perform the review.

Section 5 Bonding

The Board of Directors will secure the faithful performance of those authorized to handle FORA funds by means of an adequate fidelity bond, with premiums to be paid from FORA funds

ARTICLE X GENERAL PROVISIONS

Section 1 Indemnification

Every Director or Officer of the Association will be indemnified against expenses incurred in any proceeding in which they are made a party by reason of being a Director or Officer of the Association, unless they are adjudged liable for gross negligence or willful misconduct in the

performance of their duties. This right of indemnification applies to each Director and Officer whether or not they are in office at the time the expenses are incurred. In the event of death, this right is extended to legal representatives.

Section 2 Liability for Loss and Destruction of Property

The Association is not liable for the loss or destruction of the property or possessions of any member or guest on Association property. Any Association property damaged by a member, a member of a family unit, or guests, as determined by the Board of Directors, shall be paid for by the member at a time specified by the Board of Directors or the member may be subject to suspension or expulsion, in addition to any other remedy provided by law.

Section 3 Insurance

The Board of Directors will maintain insurance adequate to cover loss or damage to FORA's facilities and to protect FORA against liability.

ARTICLE XI BYLAWS

Section 1 Effective Date

These Bylaws are effective upon approval by the Board of Directors.

Section 2 Amendments

These Bylaws may be amended as follows:

Proposed amendments may be originated by the Board of Directors or by petition signed by ten percent of the Association members. Petitions must be submitted to the Board of Directors at least 30 days before the Association meeting at which the amendments will be considered.

A copy of the proposed amendments will be mailed to each member at least 10 days before the meeting. The Board of Directors will indicate its recommendation, commenting as necessary, and amendment proponents and/or opponents may include a concise statement in support of, or in objection to, the amendment.

For purposes of amending the Bylaws, a quorum shall constitute a majority of the membership in good standing in attendance, either in person or by written proxy.

Section 3 Interim Amendments

The Board of Directors may adopt interim amendments to these Bylaws by a two---thirds vote at a meeting of the Directors called for such a purpose. Notice of the adoption of an interim amendment must be provided to the membership. Such amendments will be subject to approval by Association members at the next annual meeting, unless members call for a special meeting to consider the interim amendments. The members in accordance with Section 2 of this Article must approve interim amendments.

Section 4 Copies

Copies of these Bylaws will be made available to all Association members.

ARTICLE XII SEAL

The corporate seal of the Association will contain the name of the Association and its year of organization and identify the State of Virginia.

First adopted March, 1985

Amended March, 1988

Amended March, 1990

Amended August, 1991

Amended May, 2000

Amended March, 2009

Amended March, 2012

Amended March, 2016