

**BYLAWS OF THE
WINDSOR GREAT PARK RECREATION ASSOCIATION. INC.
January 4, 2026**

**ARTICLE I
Name**

The name of this organization shall be Windsor Great Park Recreation Association, Inc. This Association shall be operated as a non-profit corporation chartered under the statutes of the Commonwealth of Virginia.

**ARTICLE II
Objective**

The objective of this Association shall be to provide educational and recreational opportunities that foster physical fitness, personal development, and community engagement, particularly for youth and families, through programs and facilities made available to the general public.

**ARTICLE III
Membership**

Section 1. This Association shall consist of two types of membership: annual members and legacy members. A Grandfather Clause shall apply to those who were formerly shareholders prior to December 31, 2025 and have maintained an active membership.

Section 2. Deleted

Section 3. Annual members are those members who pay any and all such annual membership fees required and are not included in the Grandfather Clause for legacy members.

Section 4. Deleted

Section 5. Deleted

Section 6. Deleted

Section 7. Deleted

Section 8. Deleted

Section 9. Deleted

Section 10. Dependents: The full privilege of the use of the facilities of this association shall be available equally to all members and legacy members, and to the resident members of their households. No fee or dues shall be levied against the spouse of any member, legacy member, nor against any member of his or her household. Members shall be responsible for the conduct and any indebtedness incurred by members of their household.

Section 11. Guests: Except as prescribed herein, the guest policy and fees shall be determined by the board. Guests shall be admitted only when accompanied by a member of the pool and have paid all required fees. Members are responsible for their guest's conduct and any indebtedness their guest incurs while using this association's facilities.

Section 12. Dues must be paid by the due date established by the board to be a member in good standing or the member will be considered in arrears. Any member who is in arrears shall, without action of the board, at once be deemed automatically suspended and denied privileges of the association. The expulsion of any member who has been in arrears for six continuous months shall be automatic.

Section 13. Any legacy member wishing to withdraw from the association must submit a written resignation to the association.

Section 14. Deleted

Section 15. Reprimand, Suspension, and Expulsion

1. The board has the authority to privately reprimand, suspend, or expel any member for cause. Such cause may consist of a violation of these bylaws or rules of the association, or of conduct which, in the opinion of the board, is prejudicial to the association's welfare, or any improper usage of this association's facilities.

2. Reprimand, suspension, or expulsion of any member for cause, except delinquency of six continuous months, shall not be made by the board until the member has had an opportunity to present a defense. One week's written notice specifying the time and place the board will consider the charges, accompanied by a written specification thereof, shall be considered as affording such member sufficient opportunity to prepare a defense.

3. A member may be privately reprimanded by simple majority vote of the directors at a valid meeting of the board, but suspension or expulsion shall require the approval of at least two-thirds of the board. However, a decision of the board to suspend or expel a member may be reversed by a simple majority vote of the members present at a valid meeting of this association.

ARTICLE IV

Elections

Section 1. Only members not in arrears shall have a vote and only one vote per membership is permitted.

Section 2. All voting by members or the board for directors or officers as well as all voting in proceedings regarding the reprimanding, suspension, or expulsion of a member or the removal of a director or officers, shall be by secret ballot. The sole exception to this shall be in cases of voting for a director or officer where only one name has been placed in nomination. Votes/proxies will be counted by two impartial directors appointed by the President.

Section 3. Not later than thirty days preceding the annual meeting, a nomination committee shall be appointed by the board. The committee shall nominate at least one person for each vacancy. The list of nominees presented by the committee shall be included in the annual meeting notice. Additional nominations to the Board may be made by any member in attendance at the annual meeting. Directors shall be elected by majority vote at the annual meeting.

Section 4. Deleted

Section 5. Ballots/proxies shall be sent to all members in good standing at the conclusion of the season along with the association's meeting notice. If members elect not to vote, they may assign their vote via the proxy to another member in good standing or to the board so that they may vote on the member's behalf. All proxies given to the board will be voted based on a majority decision by the board. This process shall extend to all meetings requiring member attendance, which include elections, bylaws revisions, and transfer of real property.

Section 6. The term of a director elected at an annual meeting shall be one year. Board position may be retained if unopposed, or if the incumbent receives majority vote. The terms shall begin January 1st of every year. The offices that shall be filled consist of President, Vice President, Treasurer, Secretary, Parliamentarian, and any other position the board deems necessary.

ARTICLE V

Board of Directors

Section 1. The entire management of the association, its affairs, and its assets is vested in a board of directors consisting of at least five members of this association, provided that the board shall be subject to the mandates of the members, either present or represented by proxy at any valid meeting of the association called for the purpose of acting on the affairs of the association.

Section 2. The board shall have the following authority subject to the limits established elsewhere in these bylaws:

1. Elect from its directors the officers of this association.
2. Appoint such standing and other committees as in their judgment are necessary or expedient for the proper management of the association; to confirm the membership of such committees; to define and delegate the duties and powers of such committees; and to establish an annual budget for each committee.
3. Determine the price of membership, initiation fees, maintenance fees, and annual dues.
4. Make, alter, or amend association rules and to provide and enforce penalties for infractions of the rules and these bylaws.
5. Make or authorize the purchase of services, materials, and supplies; to contract for whatever may be reasonably required in the operation and maintenance of the properties and facilities of this association; and to make such alterations and improvements in the property and facilities of this association as in their opinion are necessary or desirable.
6. Appoint delegates to other recreation associations or any other associations which would further the stated objective of this association.
7. Remove a director from the board for cause. Such cause may include, but shall not be limited to, the absence of a director from three board meetings within a twelve-month period when not excused by the President of the board. The removal of a director shall require the approval of at least two-thirds of the directors.
8. Elect a successor who shall hold office for the unexpired term in the event of a vacancy of the board or in an office for which the succession is not established by these bylaws.
9. A financial audit of this association shall take place every three years or with the change of a Treasurer, whichever occurs first.
10. Recommend and approve the employment of such professional or other assistance as it may deem necessary or desirable in the proper promotion, improvement, operation, and management of this association and its properties, and to maintain uniformity of action of the committees on matters affecting employment and pay of employees.
11. Establish annually a budget for the maintenance and operation of this association and all of its properties, facilities, and activities, and to exercise the power of the comptroller in making adjustment or transfers of funds from one category or item to another as the need shall arise.

12 . Notify each member of their statement of annual dues at least 45 days in advance of the due date set by the board. After the due date, the board shall send a statement of annual dues, to include late fees as established by the board, on a monthly basis to those members in arrears until such time as payment is made in full or the member is automatically expelled.

13. Direct the President to call special meetings of this association whenever it shall deem such action necessary or expedient.

14. Decide all question of interpretation of these bylaws.

Section 3. The members of this association shall have the right to replace any director by two-thirds majority vote of the members either present or represented by proxy, at any valid meeting of this association called for this purpose.

Section 4. In the event the services of a director are terminated by removal from the board for cause, incapacity to serve, resignation, etc., a replacement shall be elected to serve the unexpired term by a majority vote of the directors at a valid board meeting.

Section 5. All decisions of the Board shall be by simple majority vote of the directors present at a valid meeting of the board except where otherwise specified in these bylaws.

Section 6. Deleted

Section 7. No director shall hold more than one elective office at any one time. There shall be no limit of tenure for elected officers.

Section 8. Directors shall be responsible for the performance of any and all duties assigned to their office as specified in the following paragraphs provided that all officers shall be subject to the mandates of the directors present at a valid board meeting.

Section 9. The duties of the President shall be as follows:

1. Be the Chief Executive Officer of the Association, performing any and all legal duties under the Articles of Incorporation and incident to the corporate office of President.

2. Preside at all meetings of this association and board of directors.

3. Enforce all rules and regulations of this association and shall cause to be recommended to the board for approval sufficient personnel to ensure the safe and efficient operation of this association's recreational activities.

4. Be an ex-officio member of all such committees except those committees designated to nominate candidates for election to the board of directors.

5. Make annual reports to the directors and members.

6. With the Secretary, and in the capacity as Chief Executive Officer of the Association, sign all written contracts, obligations and instruments of this Association and shall have charge of the general supervision and control of this association and its management.

7. The President shall normally not cast a vote during any board voting unless needed in order to break a tie.

Section 10. The duties of the Vice President shall be as follows:

1. In the absence of the President, the Vice President shall perform all duties of the President.
2. Perform any and all duties as assigned by the President .
3. If the office of President shall become vacant, the Vice President shall temporarily assume the role and title. A new President shall then be elected by the board at its next meeting.

Section 11. The duties of the Secretary shall be as follows:

1. The Secretary shall perform any and all legal duties under the Articles of Incorporation incident to the corporate office of Secretary.
2. Deleted
3. Sign or countersign all such instruments as may require signature as a corporate officer of the Association.
4. Conduct all official correspondence of this association, except those concerning financial matters and shall see that all correspondence is properly preserved and filed until disposed of by the board.
5. Issue all notices of all meetings of members or directors.
6. Be responsible for the posting of all association notices, rules, and policies in whatever place on this association premises as may be designated by the board.
7. Keep the minutes of all meetings of this association and the board.

Section 12. Deleted

Section 13. The duties of the Treasurer shall be follows:

1. Perform any and all legal duties under the Articles of Incorporation incident to the corporate office of Treasurer.
2. Sign or countersign all such instruments as may require signature as a corporate officer.
3. Be the custodian of all association funds and shall deposit said funds in a depository designated by the board.
4. Collect fees and dues from members and shall conduct all official correspondence of a financial nature, including the issuance of dues and delinquency notices.
5. Disburse association funds as authorized by the board.
6. Keep or cause to be kept proper vouchers of all sums disbursed, and complete and regulate accounts in accordance with a system satisfactory to the board.
7. Submit monthly to the board complete information as to the financial condition of this association and, at the annual meeting of members, submit a complete and comprehensive statement of this association's financial affairs.
8. Furnish a bond for the faithful performance of duties and the proper accounting of all funds which may come into his or her hands as such officer. Such bond to be in the amount determined by the board and to be paid for by this Association.

9. Keep accurate records of names, addresses and phone numbers of all members.

Section 14. Deleted.

Section 15. The duties of the parliamentarian shall be to advise the President on parliamentary procedure and shall assist the President and the board in interpreting and applying these bylaws and any other rules of this association.

Section 16. As compensation, all active directors shall pay one-half the annual dues of a legacy member.

Section 17. In addition to the offices specified in Section 6 of Article IV, the board may appoint members at large as deemed beneficial to serve on the board of directors. Selection and retention of these members shall be at the discretion of the board. These members shall have full voting privileges and all other privileges afforded by this article. The board shall remove any such members that are deemed to have stopped actively participating in board functions. This removal process shall be at the board's discretion.

ARTICLE VI

Meetings

Section 1. An Annual Association meeting shall be held prior to December 31 of each year, at such time and place as the board shall designate, for the election of directors, and for the transaction of other business which properly may be brought before the meeting for action. Notice of this annual meeting shall be sent by the Secretary to each member in good standing at the end of the season at least ten days before the date of the meeting.

Section 2. The order of business at the annual meeting of this association shall be to call the meeting to order and determine the presence of a quorum, then proceed with the reading and disposition of any unapproved minutes, reports of officers, election of directors, unfinished business, new business, and adjournment.

Section 3. Deleted

Section 4. Deleted

Section 5. Monthly Board meeting shall be held at such time and place as the board shall designate.

Section 6. The order of business at each regular board meeting shall be to call to order and determine the presence of a quorum, then to proceed with the reading and disposal of any unapproved minutes, reports of officers and committees, election of officers or directors, if necessary, unfinished business, new business, and adjournment.

Section 7. Special Board meetings may be held on the call of the President. Such meetings to be held at such time and place as the President may designate. Notice of such meetings may take the form of being advised at a regular or special meeting or when, in the opinion of the President, oral individual communication is expedient and of necessary importance to protect the interests of the Association and its membership. Minutes of the meeting with record of a roll call of officers, method of communication, time and place designated, and the cause for each meeting held under these circumstances.

Section 8. A valid monthly or special board meeting shall consist of at least two-thirds of the directors. If a quorum fails to attend at the time and place of the meeting, the meeting shall be adjourned. Voting via social media or other unofficial methods shall be restricted to matters that are determined by the President to be urgent such that waiting for the next scheduled board meeting would be impractical or would jeopardize operations of the pool. When such votes occur, the results of the vote, to include the reason for the emergent vote, shall be discussed at the next board meeting and entered into the meeting minutes.

ARTICLE VII Committees

Section 1. Standing committees and other committees shall be appointed by the board. Swim Team and Maintenance committees shall be standing committees.

Section 2. Vacancies in committees shall be filled by appointment by the board.

Section 3. Each committee shall be composed of as many members as the board may determine. The length of committee appointments are at the discretion of the Board.

Section 4. No committee shall have the right to obligate this association in any way for any sum in excess of the specific budgeted amount established for its use by the board.

Section 5. All committees shall report on their activities to the board whenever so requested and are at all times under the direct supervision and control of the board, having only such authority as is specifically defined herein and as may be delegated to them by the board.

Section 6. The Swim Team committee, with the approval of the board, shall manage, direct, raise funds, recommend employment and promote the Windsor Great Park Swim Team. The Swim Team committee has the authority to independently obligate and spend only funds raised for the sole purpose of supporting swim team activities beyond the board's yearly stipend for the coaches' salaries. The Virginia Peninsula Swimmers Union (VPSU) representative will be a member of this committee.

Section 7. The Maintenance committee, with the approval of the board, shall complete all necessary maintenance in a timely manner to ensure the association facilities are operating in a safe and efficient manner as well as improving the value and appearance of the facilities.

ARTICLE VIII Property and Finances

Section 1. Tangible property of this association may be transferred only after at least two-thirds of the directors approve such transfer. Real property of this association shall be transferred only upon approval by a quorum at a valid association meeting

Section 2. The funds of this association shall be deposited in national banks, trust companies, or savings and loan associations operating in accordance with the Laws of the Commonwealth of Virginia, and only in an institution, the deposits of which are insured by an agency of the Federal Government of the United States. The board must approve the opening or closing of any such account.

Section 3. All funds shall be deposited within one week of their receipt.

Section 4. All disbursements of funds of this association shall be made and approved by the Treasurer and one other board member.

Section 5. The funds of this association may not be loaned, nor may they be invested with any member of this association, nor in any obligation that does not guarantee the return of the principal.

Section 6. Deleted

Section 7. Upon the dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the local government, for a public purpose.

ARTICLE IX
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order this association may adopt.

ARTICLE X
Amendment

These bylaws can be amended or revised at any special meeting of this association by a member vote, provided that the proposed amendment shall have been sent to each member in good standing as of the end of the current year season at least ten days prior to the meeting with all pertinent information regarding the meeting to be held.