

**ByLaws**  
**MECHANICSVILLE RECREATION ASSOCIATION**

The Undersigned on behalf of Mechanicsville Recreation Association, a Virginia nonstock corporation (referred to herein as the "Association"), pursuant to Article XII of the Bylaws of the Association, states that at a regular meeting of the Board of Directors of the Association held on June 23, 2015, the Board of Directors, by a vote of at least 2/3 of the Directors, has adopted the following amendments to the Bylaws of the Association. All references to Article and Section numbers refer to the specified Articles and Section numbers in the Bylaws.

**Article I**

**Section 1.** Bylaws are extensions of the Articles of Incorporation and the Articles of Incorporation shall take precedence over Bylaws.

**Article II**

**Section 1.** The fiscal year of the Association shall be from January 1 to December 31.

**Section 2.** The Association shall be controlled by a Board of Directors, duly executed by the membership at the annual meeting. The Board of Directors shall elect Officers of President, Vice President, Secretary, and Treasurer.

**Article III**

**Section 1.** Any person is entitled to membership in the Association upon payment of annual fee and Board Approval.

**Section 2.** All resignations of membership shall be made in writing and shall be addressed to Mechanicsville Recreation Association. The Board of Directors shall have the right in its discretion and by a 2/3 majority vote in attendance or by proxy of all memberships of said Board, to suspend or to cancel any membership of a person either (a) individually or in conjunction with other persons that demonstrates continued action or attitudes contrary to the purposes of the Association or the rules implementing said purposes; or (b) fails or refuses to pay the annual fee required by Section 1 of this Article, unless such fee shall be waived by the Board. No suspension or cancellation of membership shall be made without giving at least ten (10) days notice to the person whose membership is to be considered for suspension or cancellation. Such person shall be invited to the next meeting of the Board, shall be admitted to such meeting only for the purpose and necessary time to defend his or her membership, and shall be advised forthwith by the Secretary of any action which may have been taken by the Board. Annual dues are required to be paid on or before April 15 of membership year. A \$50.00 penalty fee will be levied on April 16 of each membership year on any membership not having paid their association dues in full on or before the April 15 deadline.

**Section 3.** Adult members shall have one (1) vote in the affairs of the Association and the election of the Board of Directors, with the exception that each family shall exercise no more than two (2) votes per ballot.

**Section 4.** Members of the Association are allowed to have a total of 4 adults and no limit of children who reside at the member's residence. Association members in good standing shall be entitled to use the Association's swimming pool and other facilities without the payments of special membership fees. The adults that reside at the member's residence shall be required to provide a copy of their driver's license that indicates the same address as the member by April 15<sup>th</sup> of each year or shall be required to pay the daily guest rate.

**Section 5.** Annual Guest Privileges are as follows: (a) Individuals who are related to and reside with an Association member may use the Association's swimming pool and other facilities without payment of special membership fee upon annual letter submitted with dues and approval by the Board of Directors. (b) Individuals who are not related to and reside with an Association member may purchase an annual pass upon application and approval by the Board of Directors. The annual fee will be equal to the annual membership dues for the purchased year. (c) For purposes of these Bylaws, the term "related" shall mean a member's immediate family, as well as grandparents, nieces, nephews, and grandchildren.

**Section 6.** To end a membership with the MRA, a written request must be made to the Association. Reimbursement will be made with the approval of the Board of Directors providing there is a demand for 415 memberships. Reimbursement may be made to a member who has been in good standing for three (3) years prior to the request, upon approval of the Board of Directors, with no reimbursement to exceed \$100.00, with the exception of members prior to 1992 will receive \$300.00. Special membership drives are Excluded from reimbursement.

**Section 7.** The Board of Directors shall be notified immediately of any final divorce within a membership. One of the parties, at the time of divorce, must relinquish their interest in the Association to the other party by written, notarized notice to the Association Board of Directors. Failure to do so shall void membership.

**Section 8.** The Board of Directors may call for a special assessment, if deemed necessary, and collection shall be stipulated by the Board of Directors.

**Section 9.** The Board of Directors may grant or revoke, at their discretion, an Honorary Membership dues offer of \$150 per year to members who are 65 years of age and older and who have been a member in good standing for ten (10) consecutive years prior to their 65<sup>th</sup> birthday. Members must notify the Treasurer of their eligibility in order to be considered. Honorary Memberships are not transferrable to children or grandchildren.

#### **Article IV Association Meetings**

**Section 1.** The Association shall meet annually on the Third (3<sup>rd</sup>) Tuesday in October each year.

**Section 2.** Any Special meeting of the Association can be called at any time by the President or upon petition by seventy-five (75) of the members.

**Section 3.** A quorum at any meeting shall consist of ten (10) percent of the entire membership of the Association. A majority of such quorum shall decide any question that may come before the meeting.

**Section 4.** Notices of special meetings shall be e-mailed by the Secretary to each member not less than five (5) days before any such meeting, and shall state the purpose thereof.

#### **Article V Board of Directors**

**Section 1.** There shall be a Board of Directors consisting of not less than eleven (11) or more than 24 (24) members who are to manage the affairs of the Association and shall be elected by the members at the annual meeting of the members for a term of one (1) year.

**Section 2.** Vacancies occurring on the Board of Directors shall be filled by the remaining Directors and Must attend two (2) meetings prior to becoming a member of the Board of Directors.

**Section 3.** The Board of Directors shall meet monthly or upon special call. The dates, time and place of the regular monthly meetings shall be established by the Board of Directors at the annual meeting. All Board meetings, with the exception of the Annual meeting in October, are closed to the general membership unless a written request stating purpose for attending is received by the President five (5) days prior to the meeting. The member will then be given the first fifteen (15) minutes of the Board meeting to discuss the matter. At that time the member will be excused, and the matter will be reviewed by the Board. The member will be notified of the Board's decision.

**Section 4.** Special meetings of the Board of Directors are to be held in the principal office of the association and may be called at any time by the President. Notice, including statement of purpose, shall be given orally or in writing, by the Secretary, to each member of the Board of Directors not less than five (5) days before any such meeting. The President may waive the five (5) day notice, if deemed necessary.

**Section 5.** A quorum at any meeting shall consist of a majority of the entire membership of the Board of Directors. A majority of such quorum shall decide any question that may come before the meeting.

**Section 6.** The Board of Directors shall fix the compensation of the Officers and Agents of the Association. The Board of Directors shall also fix the compensation of employees of the Association.

**Section 7.** If any member of the Board of Directors shall fail to attend three (3) consecutive meetings of the Board (either regular meetings or special meetings, or both pursuant to notice thereof) then he or she shall be deemed conclusively to have resigned from the Board of Directors and such resignation shall be noted, unless prior to or at the time of the next succeeding Directors meeting such absent Director shall justify, either in writing addressed to the board or in person, to the satisfaction of the Board, as evidenced by a duly adopted resolution, that at least one (1) such absence was necessitated by pardonable circumstances. A Board Member must not miss more than three (3) meetings per calendar year; members of the Board shall be required to attend at least two (2) mandatory work days per year.

**Section 8.** The Board of Directors shall, by a 2/3 vote, have the authority to remove any Board Member where conduct is considered detrimental to the Association.

**Section 9.** All members of the Board of Directors shall be insurable under the Board's policy. Any Board Member with check signing privileges will undergo a background check initiated by the Vice President.

**Section 10.** Each person now or hereafter a Director or Officer of the Corporation (and his heirs, executors, and administrators) shall be indemnified by the Corporation against all costs and expenses, including all attorney's fees imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him, and whether or not the act or omission to act, which is the basis of the suit, action, proceeding or claim, occurred before or after the adoption of the article of the bylaws) except in relation to matters to which he shall have been finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such Officer or Director. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any other bylaws, agreement, and vote of Directors or otherwise.

## **Article VI Officers and Their Duties**

**Section 1.** The Officers of the Association shall be elected for one (1) year terms. There shall be no limit on the number of successive terms served.

**Section 2.** The President shall preside at all meetings, shall have general supervision of the affairs of the Association, shall oversee reports of the Directors, perform all such duties as are incident to the office, and vote only in the event of a tie.

**Section 3.** The Vice-President shall handle duties of President in his absence and shall oversee all committees and budgets.

**Section 4.** The Secretary shall issue notices of all meetings, shall keep minutes, shall have charge of the seal of the Corporation and inactive Corporate books, shall sign with the President such instruments as require such signature, and shall make such reports and perform such other duties as are incident to his office, or are properly required of him by the Board of Directors. Secretary shall be responsible to review all files seven (7) years or older and discard all possible.

**Section 5.** The Treasurer shall have custody of all funds and securities of the Association and deposit the same in the name of the Association in such bank or banks as the Directors may elect. The Treasurer is responsible for collecting all monies and paying all bills. The Treasurer shall sign all checks and drafts, and the Treasurer shall, at all reasonable times, exhibit the Associations' books and accounts to any Director of the Association upon application at the office of the Association.

**Section 6.** The signature of the President of the Association, and one (1) other officer, shall be sufficient to bind the Association on loan documents as necessary for the improvement or upgrades to the MRA facilities, upon the 2/3 prior vote of approval by the Board of Directors.

## **Article VII Order of Business**

**Section 1.** At each annual meeting of the Association, the following shall be the order of business:

1. Treasurer's Report
2. Committee Reports
3. Consideration of acts of Board
4. Election of Directors
5. New Business
6. Old Business

## **Article VIII Committees**

**Section 1.** The standing committees shall be as follows:

- |                          |                |
|--------------------------|----------------|
| 1. Social                | 6. Budget      |
| 2. Swim Team             | 7. ByLaws      |
| 3. Membership            | 8. Web/IT      |
| 4. Pool                  | 9. Baseball    |
| 5. Buildings and Grounds | 10. Operations |

**Section 2.** The President shall appoint Committee Chairpersons from the Board of Directors during the November Board meeting.

**Section 3.** Committee Chairpersons and Vice President shall select committee members.

**Section 4.** Committee Chairpersons will make monthly reports of activities to the Board.

**Section 5.** Special committees may be appointed by the President, as needed, at the discretion of the Board.

## **Article IX Financial Policy**

**Section 1.** The Board may call for an annual audit of all fiscal records of the Association. Other audits may be called for by a simple majority of the Board members present, as deemed necessary.

**Section 2.** Committees shall submit proposed budgets for the following year to the Board and Budget Committee at the December meeting.

**Section 3.** The Budget committee will meet in January and present the Association Budget to the Board of Directors in February.

**Section 4.** Any adjustment in dues will be made at the January Budget Committee meeting.

**Section 5.** Committee Chairmen are responsible for the administration of their approved budgets.

## **Article X Operation of the Pool**

**Section 1.** Operations of the Pool Rules are to be recorded with the Bylaws and are subject to approval of the Board of Directors.

## **Article XI Amendments**

**Section 1.** These Bylaws may be amended at any regular or special meeting of the Board of Directors by a 2/3 vote of the Board.

**Article XII**  
**Construction**

**Section 1.** Where appropriate to the context in these Bylaws, the singular word tense shall be deemed and construed to include the plural word tense and vice versa, and the masculine gender shall be deemed and construed to include the feminine and neuter genders, and vice versa.

WITNESSETH, the signature appearing below of William R. Carlton, President of the corporation, who executed these Amendments to the Bylaws on behalf of the corporation this 22 day of June 2015.

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William R. Carlton, President  
Mechanicsville Recreation Association

Respectfully submitted by the ByLaws Committee 2015  
W. R. Carlton, Billy Sahnaw, Stephanie Alley, Piet Borman, Loretta Wright