

AMENDED AND RESTATED
BY-LAWS OF ATLEE RECREATION ASSOCIATION, INC.
(As amended 2008)

ARTICLE I - NAME

Section 1.1 - The name of the corporation shall be Atlee Recreation Association, Inc., ("Association" or "ARA") a corporation organized and doing business in the Commonwealth of Virginia and governed by the laws of the Commonwealth.

ARTICLE II - PURPOSE

Section 2.1 - The purpose for which this corporation is organized and the powers, in addition to those conferred by law, which it may exercise are as follows:

1. To establish and operate a private club for the use, benefit and enjoyment of its members and their qualified guests.
2. To cultivate and provide recreational and social activities among the Association's members.
3. To cultivate and provide recreational and social activities for school-aged children of Association member families through, among other things, sponsorship of the Atlee Recreation Association Swim Team.

ARTICLE III- MEMBERSHIP

Section 3.1 NUMBER

The pool being designed to serve three hundred seventy five (375) family units in 2008, and four hundred (400) family units in 2009, the number of family units shall not exceed three hundred seventy five (375) family units in 2008, and four hundred (400) family units in 2009.

Section 3.2 CLASSIFICATION OF MEMBERSHIPS

1. Regular Membership

A Regular Membership shall consist of a family unit. A family unit shall be defined as a parent or parents and their single, dependent children under the age of twenty-three (23).

2. Residents of Household

By majority vote, the Board of Directors, at a regular monthly meeting, may extend membership privileges of the Association to any non-dependent child, other family member or other bona fide resident of a household holding a Regular Membership in good standing for a period not to exceed ninety (90) days. Upon approval by the Board, these privileges will be granted upon payment of a minimum of fifty dollars (\$50.00) or payment of regular guest fees, whichever best meets the individual need. These privileges may be extended on a temporary basis by executive decision of the President, pending a regular monthly meeting of the Board.

3. Special Limited Membership

By majority vote, the Board of Directors, at a regular monthly meeting, may extend special limited membership privileges of the Association for a period not to exceed ninety (90) days to (i) caregivers engaged to provide supervision and care on a regular basis during normal working hours to the children and dependents of a member holding a Regular Membership in good standing, and (ii) to up to three (3) children outside of the family unit that are supervised and cared for on a regular basis during normal working hours by a member holding a Regular Membership in good standing. Such special memberships shall be valid before 6:00 p.m. Monday through Friday only, exclusive of regular holidays, and only when in the company of the member children and dependents under care and supervision or the member caregiver. Upon approval by the Board, these privileges will be granted upon payment of a minimum of fifty dollars (\$50.00) per person or payment of regular guest fees, whichever best meets the individual need. These privileges may be extended on a temporary basis by executive decision of the President, pending a regular monthly meeting of the Board.

4. Single Membership

There shall be no more than twenty-five (25) Single Memberships. A Single Membership shall consist of one adult person and shall have voting rights. The membership fee for a Single Membership shall be a minimum of two hundred dollars (\$200.00), plus annual dues. A Single Membership shall be convertible to a Regular Membership by paying the difference between the original Single Membership fee and the then-current Regular Membership fee at the time of conversion and shall be given preference before a new applicant is granted a Regular Membership.

Section 3.3.ELECTION TO MEMBERSHIP

Election to all classes of membership shall be conferred by a majority vote at a regularly scheduled meeting of the Board of Directors. The term "Member" shall be used herein to describe a family unit holding a Regular Membership or an individual holding a Single Membership, unless the context in which the term is used suggests otherwise.

Section 3.4. TRANSFERABILITY OF MEMBERSHIPS

1. Membership in the Association is not transferable or assignable except as stated herein.
2. The membership fee of Association members who were members prior to January 1, 1989, may be refunded, at the original cost or as amortized, if such member is transferred or moves from the immediate area, the immediate area being Hanover County, Henrico County or the City of Richmond, North of the James River.

Section 3.5. VOTING RIGHTS

On matters placed before the Members for a vote, each adult member of a family unit holding a Regular Membership shall be entitled to vote, but there shall be not more than two (2) votes to a family unit. The holder of a Single Membership is entitled to one vote.

Section 3.6. SUSPENSION, EXPULSION AND APPEAL RIGHTS

1. Suspension

Any Member of the Association or individual member of a household holding a Regular Membership may be suspended for actions deemed detrimental to the Association by a majority vote of the Board of Directors. The Board may set the length of suspension, which in no case shall be less than 15 days.

2. Expulsion

Any Member of the Association may be expelled for actions deemed seriously detrimental to the Association by three-fourths (3/4) vote of the Board of Directors. The family unit holding a Regular Membership shall be ultimately responsible for the behavior of each individual member of that family unit, and actions by a member of a household holding a Regular Membership deemed sufficiently detrimental to the Association to warrant expulsion shall result in expulsion of the entire family unit.

3. Non-Payment of Dues - Suspension

Failure to pay annual dues when due shall result in the Member being suspended from the use of all the Association's facilities and shall result in a loss of voting rights. Members suspended for non-payment of dues must be notified of such suspension in writing.

4. Non-Payment of Dues - Expulsion

Failure by a Member to pay annual dues or notify the Board of Directors in writing by May 15th of the current year shall result in automatic expulsion. Members expelled for non-payment of dues shall be notified of such expulsion in writing. Members expelled for non-payment will forfeit any claims to their original membership fee.

5. Right of Appeal

In the event a Member is suspended or expelled from the Association, that Member has the right to seek reconsideration of that decision. A written request for reconsideration must be delivered to a member of the Executive Committee within seven (7) days of the suspension or expulsion. Delivery of a written request for reconsideration shall stay execution of a suspension; an expulsion shall continue in effect until further Board action. A Member suspended or expelled from the Association and delivering a written request for reconsideration has a right to a personal hearing before the Board within thirty (30) days of the action taken. The decision of the Board of Directors is final and subject to no further appeal.

Section 3.7. RESIGNATION

Any member wishing to resign its membership shall submit such resignation in writing to the Receiving Treasurer, including a copy of their Certificate of Membership and any change endorsements.

Section 3.8. CHANGE IN MEMBERSHIP STATUS

1. If a family unit holding a Regular Membership as previously defined is subject to a change in its status or the status of any individual member, it must notify the Board of Directors of such change, in writing, within thirty days of such change. Transfers of membership due to changes in marital status must be submitted in writing and signed by both owners of the previous membership. Such a transfer of membership can only be approved after the ownership and standing of that membership has been verified by the Receiving Treasurer and the Recording Secretary.

2. Any member in good standing may apply to the Board, in writing prior to March 1st of the given year, to request that its membership be placed in "inactive" status for one (1) year.

3. Any such change in membership status is subject to Board approval, which approval shall not be unreasonably denied.

Section 3.9. REINSTATEMENT

A Member expelled from the Association may apply to the Board for reinstatement after one (1) full year from the effective date of the expulsion and, at the Board's discretion, may be readmitted subject to such conditions as the Board deems necessary and appropriate. All delinquent dues and late fees must be paid prior to reinstatement. Amount not to exceed the current initiation fee and annual dues.

ARTICLE IV-MEMBERSHIP FEES AND DUES

Section 4.1. CHARTER MEMBERSHIP FEE

The membership fee for each Charter member was three hundred dollars (\$300.00). Charter membership was granted to the lesser of the first 150 persons to apply for membership or those memberships applied for and accepted by midnight of August 1, 1974.

Section 4.2. REGULAR MEMBERSHIP FEE

The regular membership fee for each membership shall be six hundred dollars (\$600.00), payable upon application. Changes to the membership fee, including discounts to promote membership, may be made by the Board of Directors as recorded in the Minutes of the Association and shall not necessitate a change in the Bylaws.

Section 4.3. ANNUAL DUES

1. The annual dues shall be fixed by the Board of Directors but shall in no case be less than fifty dollars (\$50.00). Dues shall be payable before March 31st of each year and shall entitle the member full use of all Association facilities to March 31st of the following year.

2. The annual dues shall be reduced by one half (1/2) per membership for any member serving on the Board of Directors and the ex-officio of the Association the previous year, provided that board member attended and participated in a minimum of nine (9) of the twelve (12) regularly scheduled monthly Board meetings. Dues shall be waived for the standing President and officers of the association with no monetary supplement.

Section 4.4. DELINQUENT DUES - LATE CHARGE

The failure to pay annual dues by March 31 shall result in a suspension of membership. Payment of all delinquent dues and late fees shall be made before the suspension of membership is lifted. A minimum late charge of fifty dollars (\$50.00) shall be charged for annual dues paid after March 31.

ARTICLE V-- MEETINGS

Section 5.1. ANNUAL MEETING

There shall be an annual meeting of the membership on the third Monday of November of each year. The directors and officers shall be elected at the annual meetings and take office on January 1 of the following year.

Section 5.2. SPECIAL MEMBERSHIP MEETINGS

Special membership meetings may be called by the President, a majority of the Board of Directors, or by written petition of at least ten percent (10%) of the total membership.

Section 5.3. REGULAR BOARD OF DIRECTORS MEETINGS

Regular Board of Directors' meetings shall be held on the third Monday of each month at the clubhouse. Any change in the date or location of a regular Board meeting requires a minimum of seven (7) days notice to the Board members.

Section 5.4. SPECIAL BOARD OF DIRECTORS MEETINGS

A special meeting of the Board of Directors may be called at the request of three (3) members of the Board with a minimum of seven (7) days notice to the Board members.

Section 5.5 Presence of Others at board meetings

Any member in good standing shall be entitled to attend all regular and special meetings of the Board of Directors; however, they shall have no vote and shall not be allowed to speak or otherwise participate in the proceedings unless so authorized by the Board. The Board of Directors, when it deems prudent and advisable, may declare an executive session. Persons other than the Board members shall not be entitled to attend the executive session unless by invitation.

Section 5.6. QUORUM

A quorum of the Board of Directors shall consist of a majority. A quorum of the membership shall consist of those present and eligible to vote.

Section 5.7. NOTICE

Notice of all special membership meetings shall be given in writing to all family units eligible to vote at least ten (10) days in advance of the meeting, setting forth the specific purpose of the meeting. No business other than as specified in the notice of the meeting may come

before a special meeting. Notice to members shall be accomplished by first class mail, postage paid, sent to the last address of the member appearing in the Association 's records.

Section 5.8. ROBERTS RULES OF ORDER

Unless contrary to rules established in the Articles or Bylaws of the Association, the proceedings of the Association shall be conducted in accordance with Roberts Rules of Order.

Section 5.9. STATUS

Each Officer and each Director shall be an active member in good standing.

ARTICLE VI -- OFFICERS

Section 6.1. OFFICERS

The officers of the Association shall be the President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary. Officers shall be elected by the membership at large by secret ballot at the annual meeting. Nominations may be made from the floor by the members, in addition to the nominations submitted by the Nominating Committee.

Section 6.2. TERM

The term of office for all officers shall be for one (1) year beginning January 1. No officer shall hold the same office for more than two (2) consecutive years without the recommendation and approval of two-thirds (2/3) majority vote of the Board of Directors.

Section 6.3. VACANCY

In the event of a vacancy in the office of the President, the Vice President shall assume the position of President. In the event of a vacancy in any of the other offices, the Board of Directors shall elect a member of the association to serve for the remainder of the officer's term.

ARTICLE VII -- DUTIES OF THE OFFICERS

Section 7.1. PRESIDENT

The President shall preside over all membership and Board of Directors meetings. He/She is the chief executive officer and is responsible for the administration of all affairs of the Association. He/She shall appoint all committees necessary for the effective operation of the Association and shall be an ex-officio member of each. He/She shall be head of the Building and Grounds Committee. He/She shall appoint a chairman of the Rules Committee.

Section 7.2. VICE PRESIDENT

The Vice President shall perform all duties of the President in his/her absence. Further, he/she shall assist the President as directed and shall serve as coordinator of any committees so designated by the President. He/She shall be head of the Membership Committee.

Section 7.3. RECORDING SECRETARY

The Recording Secretary shall record and keep a permanent record of all minutes of the Board of Directors meeting and membership. He/She shall maintain the official record of memberships, waiting list in order of priority for membership and any record of suspensions. He/She shall maintain the current record of all members eligible for use of facilities based upon payment of the annual dues.

Section 7.4. CORRESPONDING SECRETARY

The Corresponding Secretary shall make necessary written correspondence as directed by the President or Board of Directors, prepare periodic newsletters and maintain a proper file of all permanent and legal papers of the Association, including contracts, deeds, leases, etc.

Section 7.5. TREASURER

He or She shall act as liaison to the contracted bookkeeper. He/She shall provide all funds of the Association for deposit to either a demand or savings account, as directed by the Board, to the contracted bookkeeper. He/She shall reconcile these accounts. He/She shall note all annual dues payments of the membership prior to deposit. He/She shall provide a statement of funds to the Board of Directors at least quarterly and to the membership at the annual meeting. He/She shall approve all payments and drafts and see that all bills are properly approved by the Board and paid in a timely manner. All obligations will be paid by check. No payments will be made in the form of cash.

Section 7.6. CONCESSION MANAGER

The Concessions Manager will not be an officer of the Board and these duties will be handled by the Pool Manager.

ARTICLE VIII -- BOARD OF DIRECTORS

Section 8.1. NUMBER

The Board of Directors shall consist of the six elected officers, the immediate past president, the ARA Swim Team parent representative and nine members chosen from and representative of the membership at large.

Section 8.2. DUTIES

The duties of the Board of Directors shall include, but are not limited to, the management and direction of the operation of the Association in all of its facets with authority to be delegated to the officers as determined by these Bylaws and the Board of Directors. Any Board member who misses two (2) meetings without a legitimate reason or excuse from the President is subject to replacement by the Board of Directors.

Section 8.3. TERM

The term of office for a Director shall be (1) year beginning January 1. No Director representing the membership shall serve in that capacity for more than five (5) consecutive years unless overridden by a two-thirds (2/3) majority vote of the Board of Directors. This should only be done in a critical management situation where a vacancy would hamper the operation of the Association.

Section 8.4. VACANCIES

In the event of a vacancy on the Board of Directors, the remaining members of the Board shall elect a member of the Association to serve the unexpired term of the member who has removed himself or who has been removed from the Board.

ARTICLE IX -- FINANCES

Section 9.1. REVENUES

Revenues may be derived from membership fees, annual dues, interest on deposits, voluntary contributions, special projects, guest fees, sale of assets, or any other means approved by a majority vote of the Board of Directors.

Section 9.2. PRESIDENTIAL EXPENDITURES

The President is authorized to expend not more than two hundred and fifty dollars (\$250.00) upon his/her own authority within any calendar month.

Section 9.3. BOARD OF DIRECTORS AUTHORITY

The Board of Directors shall have full authority to enter into contracts, conduct proper business, and when necessary, seek financing for proposed capital improvements or special projects as approved by a majority of membership voting at any regular or special meeting where such proposal is offered; provided, however, that the Board may not sell, lease or otherwise dispose of any real property or other Association property other than property which, in any one year, shall not exceed ten percent (10%) in value of all of the property of the

Association, or (2), unless authorized to do so by the votes of more than three-fourths (3/4) of its members at a special meeting where notice of such proposed sale, lease or other disposition shall have been contained in the notice of the meeting.

Section 9.4. BOARD OF DIRECTORS EXPENDITURES

The Board of Directors is authorized to expend such funds as are necessary and available for proper operation of the Association at all times, subject to full audit as outlined in Item 5 of this Article.

Section 9.5. FISCAL YEAR - AUDIT

The fiscal year shall be January 1 through December 31. An annual informal audit shall be conducted by members of the Board within 45 days of the end of the fiscal year. In addition, financial audit shall be conducted by an outside auditor at least once per year.

Section 9.6. BONDING

The President, Treasurer and Concession Manager shall be bonded for an amount not less than \$25,000.00 each. The amount shall be fixed by the Board of Directors and the cost thereof shall be paid by this Association.

ARTICLE X - COMMITTEES

The Board of Directors may conduct the business of the Association through the following committees and such additional committees as may be appointed by the Board of Directors or the President for special purposes. Subject to the requirements of these Bylaws, any Association member may volunteer to serve on a committee and the membership of each committee shall be approved by the Board of Directors. Committees shall serve an advisory role regarding association policy and expenditures; final decisions on policy and expenditures shall be made by the Board or as otherwise allowed in these Bylaws.

Section 10.1 FINANCE COMMITTEE

The Treasurer and Concession Manager shall co-chair the Finance Committee and have the responsibility to assist the President in preparing the annual budget and amendments thereto, in addition to their other duties. The budget must be balanced on the basis of known revenues on the date of the annual meeting.

Section 10.2. MEMBERSHIP COMMITTEE

The Membership Committee shall be headed by the Vice President and shall have the primary duty of assuring membership goals.

Section 10.3. BUILDING AND GROUNDS COMMITTEE

The Building and Grounds Committee shall be headed by the President and shall be responsible for the condition, maintenance, and improvements of all Association property.

Section 10.4. RULES COMMITTEE

The President shall appoint a Chairman and members of this Committee whose function shall be to formulate or up date the rules of operation for the pool, tennis facilities, and the general operation of the facility. All proposed rules are to be submitted to the Board of Directors for approval no later than the March Board meeting of each year. Rules adopted must conform with the then-current Bylaws.

Section 10.5. EXECUTIVE COMMITTEE

The Executive Committee shall comprise the six officers of the Association and shall meet upon the call of the President. The Executive Committee shall exercise all of the functions and powers of the Board of Directors between meetings of the Board of Directors. All actions taken by the Executive Committee shall be reported to the next regularly scheduled meeting of the Board of Directors. Four (4) members of the Executive Committee shall be considered a quorum for the transaction of any business.

Section 10.6 Swim Team Committee

In addition to volunteers from among the members of the Association, the President, Vice President, Treasurer and Swim Team Parent Representative shall be members of the Swim Team Committee. Swim team policies, programs, activities and expenditures shall be the responsibility of the Swim Team Committee, subject to the advice and consent of the Board of Directors. The Swim Team Committee shall be responsible for preparing a budget for swim team activities for approval by the Board. The Swim Team Committee shall be authorized to maintain an operating account of up to one thousand dollars (\$1,000.00) that may be drawn against by the President or the Swim Team Parent Representative. Expenditures against this account must be promptly reported to the Treasurer who shall reconcile the account and who shall be authorized to deposit funds from the Association's general account into the swim team operating account on or about the 1st of each month such that the account balance shall be returned to one thousand dollars (\$1,000.00) each month, subject to the Association budget and the swim team budget approved by the Board.

Section 10.7 SOCIAL COMMITTEE

The Social Committee shall be responsible for planning and administering the recreational and social programs sponsored by the Association.

ARTICLE XI - INDEMNIFICATION

Section 11.1. GENERAL INDEMNIFICATION

Each person now or hereafter acting in the name of and with the authority of the Association and his heirs, executors, and administrators, shall be indemnified by the Association against all costs and expenses, including all attorney 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 a party to by reason of his being, or having been a representative of the Association, at the Association's request, or an officer hereof, whether or not a representative or officer at the time such costs or expenses are incurred by or imposed upon him, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties, and to make any other or further indemnity to any such person that may be authorized by the Articles of Incorporation or any resolution adopted before or after the event, by the members of the Association.

ARTICLE XII -- DISSOLUTION

Section 12.1. PROVISIONS FOR DISSOLUTION

If the Association is dissolved for any reason, all property, real, personal, or otherwise, shall be sold; all liabilities shall be paid; and all remaining assets shall be distributed to the membership on a pro-rata basis in such manner as is legal at that time.

ARTICLE XIII - MISCELLANEOUS

Section 13.1. LEGAL COUNSEL

The Board of Directors may engage the services of an attorney as it deems necessary.

Section 13.2. CHANGES AND AMENDMENTS

These Bylaws may be changed or amended upon recommendation of the Board of Directors and approval of two-thirds (2/3) of the Members voting in person or by proxy at any meeting properly called for this purpose, or at the annual meeting, provided the membership is given proper notice of the intended meeting.

This revision of the By-Laws supersedes all previous copies published and includes all changes made through April 18, 2005.

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