

Pine Bluff Park, Inc.

P.O. Box 345
Verona, VA 24482

BY-LAWS

REVISED 3/14/22

Article I - Membership

Section 1: Number and Qualification of Members

There shall not be more than 220 active family or single memberships at one time. A family membership consists of all those persons residing under the same roof on a permanent basis and regularly taking their meals at the same table. A single membership consists of one sole member allotted the same membership privileges.

Section 2: Active Membership

Any person or family that has received a Certificate of Membership is current on annual membership dues, votes at the meeting, and who also follows the rules and regulations of the corporation.

Section 3: Certificate of Membership

A Certificate of Membership cannot be transferred, given away, sold or inherited by any holder to any other person. Upon death of the head-of-household, the Certificate will pass to his/her spouse for the remainder of the year retaining a current membership or the certificate will stay with the children until the year is ended. After that period continued Active Membership standing will be decided by the individual. Previous Memberships sold as "Life Time" Memberships must maintain active as listed in Article I. Section 2 for continued privilege membership status. Life time memberships share the same and equal privileges: follow the same regulation as Active Membership.

Section 4: Membership Privileges

Members of the Corporation may use the swimming pool and other facilities upon payment of annual dues as hereinafter provided for. A Certificate of Membership may be declared null and void by action of the Board upon a 2/3 vote of their entire membership for cause: provided, however, at least five days prior to such action the Board shall have served upon the membership a bill of Complaint showing grounds for action sought and the member may within five days, or such additional time as the Board may specify, file with the secretary of the Board his/her reply in writing which will be considered by the Board in reaching its determination of the matter. Service of said Bill of Complaint shall be made by written notice and delivered to the residence address of the member as shown in the Books of the Corporation with any adult Member of his/her household or may be sent by certified mail to the head of the membership household.

Section 5: Seasonal Memberships

Seasonal Memberships are not granted at this time.

Section 6: Corporate Memberships

Corporate Memberships are not granted at this time.

Section 7: Membership Approval

Membership shall be open only to those persons approved by the Board or its membership committee. Pine Bluff adheres to a policy of non-discrimination.

Section 8: Membership Modifications

The Board of Directors, by majority vote, may modify the total number of active memberships allowed, the definition of membership types and the privileges of memberships as they deem necessary to be in the best interest of the corporation.

Section 9: Annual Dues

Annual dues for the use of the facilities of the Corporation shall be decided annually by the Board and shall be payable on or before opening day of each year or such other date as the Board may prescribe each year. The amount of the dues may be increased or decreased as deemed necessary by the Board.

Section 10: Non- payment

Facilities of the Corporation shall not be available to those in any household until the current year's annual dues have been paid, or an arrangement has been agreed upon, by both member and Board, and that arrangement is in fine standing. Active members shall be allowed one year of in-active status by request, if they cannot use the facilities for a season. The Corporation will hold the membership for the next seasons' renewal with no penalty charge incurred. No voting privileges will be granted during this in-active period. After this one time occurrence, full payment is required annually to retain active member status.

Article II - Principle Office, Resident Agent and Records

Section 1: Principal Office

The principal office of Corporation shall be located at the office of the resident agent

Section 2: Resident Agent

The resident agent of the Corporation shall be the general counsel thereof who shall be a member of the Bar of the State of Virginia or a member of the Board.

Section 3: Corporate Record Keeping

The Books and Records of the Corporation shall be kept by the Secretary of the Board unless in the hands of the counsel or account of the Corporation of official business.

Section 4: Financials

The checkbook, monthly bank statements, filed receipts and deposits shall be kept by the current treasurer.

Article III - Meetings of Members

Section 1: Annual Meeting

The annual meeting of the members of the Corporation shall be held sometime during the end of August at a time and place to be designated by the President of the Board. Members shall be notified not less than ten days prior thereto and such notice shall include a proxy vote which may be consigned to any member in good standing. At such meeting, members will elect Directors to the Board and conduct such other business as may properly come before it.

Section 2: Special Meetings

Special meetings of the members of the Corporation may be elected at any time by the Board. A special meeting shall be called by the President upon request in writing of not less than 25% of active members. Due notice of special meetings showing purpose thereof, shall be given the members not less than ten days prior thereto.

Section 3: Quorum

To constitute a quorum, 2/3 members who are in good standing must be present in person or by proxy. At all meetings of the Corporation, each Membership Certificate shall be entitled to vote.

Article IV - Board of Directors

Section 1: Number and Term Office

The business and property of the Corporation shall be managed and controlled by a Board of 15 Directors, who shall be elected by plurality of vote of the members at the annual meeting. At each annual meeting, Directors shall be elected as necessary and to fill any vacant and unexpired terms. Each director shall serve a term of three years upon election and is eligible for a consecutive three year term. Additional terms beyond the second may be served with a unanimous vote of the Board of Directors. The Board of Directors shall elect their President, Vice President, Secretary and Treasurer on an annual basis. Each Director will hold either an Officer or Coordinator position voted on by the Board of Directors.

Section 2: Meetings

The Directors shall hold their meetings at such time and place as is designated by the President. Notice shall be given to each Director of such meetings at least five days prior thereto. Minutes shall be recorded and kept by the Secretary.

Section 3: Quorum

A majority of the Board shall constitute a quorum.

Section 4: Absence of the President

The Vice President shall perform all of the President's duties and if the office of the President becomes vacant, the Vice President shall hold office of President until the next election.

Section 5: Officers

The President of the Board shall preside at all meetings of the Membership of the Corporation. He/she shall have power to sign and execute all contracts and instruments of conveyance in the name of the Corporation upon approval of the majority of the Board, such approval be entered in the minutes of the Board. If a Board meeting is not held, approval of the majority of the Board is needed before a purchase of \$500 or more is granted. Standard purchases required for the continued operation of the pool, monthly/quarterly/annual bills and taxes are excluded from this provision.

Section 6: The Secretary

The Secretary of the Board shall keep the minutes of all meetings of the Board, of the members of the Corporation and any other meeting authorized by the President. He/she shall attend to the giving and serving of all notices and shall have charge of the Books of the Certificates of membership and such other books and papers as the Board may direct.

Section 7: The Treasurer

The Treasurer of the Board shall have custody of all funds and securities of the Corporation which may come into his/her hands and shall endorse all negotiable instruments for deposit in such bank as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of the cash accounts. He/she shall cause to be entered regularly in the books of the Corporation. The Board shall designate the amount of compensation each year for the services of this office if there is a fee needed.

Section 8: Committees

The Board may provide for such committees as it deems necessary and define their powers and duties.

Section 9: Removal of Board Members

Upon the approval of a quorum of 2/3 of Board Members, any sitting Member of the Board shall be removed for misconduct. Misconduct shall include, but not be limited to: Any act reflects negatively on Pine Bluff Park, Inc.; or missing three or more Board meetings in a consecutive twelve month period beginning September 1 of each year and ending August 31.

Article V - Guests

Section 1: Guest Policy

Members may bring guest subject to such limitations, restrictions, regulations and/or service charges as the Board may provide. In any action of the Board pertaining to guests, the Board shall consider the paramount interest and safety of the active members' and their immediate families in the enjoyment of the Corporation's facilities and shall also consider the importance of reasonable guest privileges for members.

Section 2: Right of Refusal

The Board reserves the right to refuse entry into the grounds of the Corporation to any guest.

Article VI - Notices and Voting

Section 1: Notices

Notices mentioned in these By-laws shall be either mailed or emailed to the address of the person entitled thereto shown on the Books of the Corporation, and the mailing or emailing of the same, postage prepaid shall constitute good notice.

Section 2: Voting

At meetings of the members of the Corporation, each holder of a Certificate of active membership, duly registered in his/her name in the Books of the Corporation at least 15 day prior to any such meeting, may cast one vote. It shall be the duty of the Secretary to prepare and make at least five days before every election, a complete list of members of the corporation entitled to vote and such list shall be open for inspection by any member and shall be produced at the time and place of such election and kept there until the election is concluded. The President shall appoint inspectors and tellers as required.

Article VII - Amendment of the By-Laws

Section 1: Modifications

By-Laws may be amended or new By-Laws made by action of the members of the Corporation only, unless special permission was specifically mentioned in the By-Laws. By-Laws may be similarly repealed.

Section 2: Procedures

Amendment, repeal, or the making of the new By-Laws shall be made in the following manner: Notice of the proposed amendment, repeal or new By-Laws shall be mailed to each member of the Corporation by the secretary at least ten days prior to any meeting at which such proposal shall be considered. Action by the members of the Corporation shall require majority vote of the entire membership.

Section 3: Proposals

A proposal for amendment, repeal or making of new By-Laws will be deemed made when presented, in writing and with signatures of 25 members, to the Secretary, or may also be made by a plurality vote of the Board.

Article VIII - Miscellaneous

Section 1: Execution of Corporate Papers

All written obligations of the Corporation shall be executed by the President and Treasurer and shall be solemnized by affixation of the Corporate Seal. No obligation in writing of the Corporation failing to have the required signatures or the Corporate Seal shall be binding upon the Corporation. In the event that the Treasurer is unavailable, the Vice President or Secretary may sign in his/her place but all obligations must be signed by at least 2 officers of the corporation.

Section 2: Authority to Execute Papers

No obligation on the part of the Corporation shall be entered upon without approval of the Board firsthand and recorded in the minutes of the board.

Section 3: Fiscal Year

The fiscal year of the Corporation shall begin October 1 and terminate on September 30 of each year.

Section 4: Corporate Seal

The Corporation Seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal". The Seal shall be kept by the Secretary and a duplicate by the President of the Board.

Section 5: Financial Statement

The Board shall cause to be prepared and transmitted to each members of the Corporation ten days in advance of the Annual Meeting of the members of the Corporation, a statement of the physical and financial condition of the Corporation covering the previous fiscal year, and a consolidation balance sheet showing the assets and liabilities of the Corporation.

Section 6: Dividends and Refunds

There shall be no dividends to members of the Corporation. There shall be no refunds to members except as otherwise provide in these By-Laws.

Section 7: Lost Certificates

Any person claiming a Certificate of Membership to be lost or destroyed, shall make an affidavit or affirmation of that fact, whereupon after the expiration of thirty days from the filing of such affidavit with the Secretary, a new Certificate shall be issued of the tenor and shall bear on its face language to the fact that the same is a substitute issued in place of lost or destroyed Certificate.

Section 8: Sale of Land

The Corporation shall not dispose of any property except in accordance with such approval as may be granted by a 2/3 majority vote of the members present or by proxy at a regular or special meeting of the members. Notice of a meeting for such purpose shall be given by the secretary not less than twenty-five days prior to the date of the meeting.

Section 9: Rules and Regulation

The Board shall establish rules and regulations to assure safe and sanitary operations of the facilities of the Corporation. Any failure comply with these rules and regulations shall be considered sufficient cause for immediate suspension of the facilities of the Corporation and/or expulsion of membership for the offending member or guest by majority vote of the Board of Directors.