

Amended June 23, 2007

ROSE HILL FARMS COMMUNITY CENTER
INCORPORATED
Under IRS Regulations 1.501(c)(7)-1

In compliance with IRS Regulations, Rose Hill Farms Community Center Incorporated is operated exclusively for the pleasure, recreation, and other non-profitable purposes of its membership.

BYLAWS

ARTICLE I – GENERAL:

SECTION 1: The property of the Corporation, located at 6406 Telegraph Road, Alexandria, Virginia, shall be popularly known as Highland Park and referred to in these Bylaws as “Highland Park” or the “Corporation”.

ARTICLE II – MEMBERSHIP:

SECTION 1: A membership shall be issued to an individual or to a family residing in a single household. “Family” shall include husband, wife, natural, adopted and foster children, and any other person related by blood or marriage permanently living in the household. Unmarried dependent children temporarily residing elsewhere during any part of the year shall be considered to be residing in the membership household. The Board of Directors “Board” may allow exceptions in particular cases.

SECTION 2: The number of memberships available shall be set by the Board, but shall not exceed five hundred (500), including active, inactive, and associate memberships in good standing.

SECTION 3: Associate memberships may be authorized each year by the Board of Directors in a number as determined by the Board. The privileges of associate members are limited to the use of the Corporation facilities in accordance with existing rules and regulations.

ARTICLE III – ADMISSIONS AND SEPARATIONS:

SECTION 1: Memberships are available on a first-come-first-served basis. When necessary, the Corporation shall maintain a wait list of prospective members reflecting the order in which their applications were received.

SECTION 2: A membership may be revoked for cause by a two-thirds vote of the Directors present at a Board meeting. The share amount of any

membership so revoked will be refunded, pursuant to Section 4 below, as if the share had been tendered to the Corporation for resale, and subject to deduction of any claims by the Corporation against that membership.

SECTION 3: Any of the privileges of a membership may be suspended for cause by a two-thirds vote of the Directors present at a Board meeting. Suspension may apply to the entire membership or an individual family member for a period of time as determined by a two-thirds vote of the Directors present at a Board meeting.

SECTION 4: A membership may not be transferred by individual members. A membership must be returned to the Corporation for resale by the Corporation. Memberships will be sold by the Corporation for an established price, determined by the Board of Directors, under a priority system whereby shares first turned in for resale will be sold first. Upon resale of the membership, the owner of record will be paid the established price of record at the time of his purchase from the Corporation. Exceptions may be made for a membership holder who identifies a bona fide purchaser at the time he returns his membership to the Corporation for resale. Upon consummation of resale with his designated purchaser, he will be paid the appropriate price of record, regardless of the priority established for resale. Such exceptions shall not be made during any period when a waiting list of willing purchasers exists. In all cases, an administrative charge, not to exceed ten percent, as determined by the Board of Directors, will be assessed against each sale of membership to cover the cost of establishing and maintaining a continuing program for sale and resale of memberships. The Board of Directors will have discretion to alter these provisions for purchase and/or sale of memberships in special cases and will also have discretion to change and/or alter this entire program, as required to ensure membership price and sale stability.

SECTION 5: Memberships may be repurchased by the Corporation in a quantity and at a repurchase price as determined by the Board of Directors. The repurchase price will not exceed the current declared value or selling price of the membership.

SECTION 6: When offered by the Corporation, Associate members must purchase a share in the Corporation subject to the membership provisions existing at the time of the offer. Associate members not accepting full membership when offered will forfeit in full any down payment of record previously applied towards a share purchase.

SECTION 7: Members may request in writing that the Board of Directors place their membership in an inactive status subject to the provisions of Article IX. Inactive members are liable for reduced annual dues as set forth in Article IX, Section 3, are not entitled to use of the Corporate facilities, but are entitled to voting rights in the Corporation. Inactive status is valid for a one (1) year period. Renewal of inactive status beyond two (2) years is subject to board approval.

SECTION 8: All dues and financial obligations due the Corporation shall be paid in full prior to return of membership to the Corporation for resale.

ARTICLE IV – FUNDS:

SECTION 1: The annual budget shall be determined and approved by the Board of Directors prior to the annual meeting. The annual budget shall be presented and reviewed at the annual meeting or at a special meeting.

SECTION 2: The books and records of the Corporation shall be reviewed annually by a certified public accountant selected by the Board, provided that the certified public accountant shall not be a member of the Corporation. The report of the accountant together with the books and records of the Corporation shall be available to the membership at all times.

SECTION 3: At least two officers of the Corporation must approve expenditure of funds and sign Corporation checks.

ARTICLE V – BOARD OF DIRECTORS:

SECTION 1: Management of the Corporation shall be vested in the Board of Directors, twelve (12) in number, who shall be elected from the membership of the Corporation. No more than one member of the same membership unit may serve on the Board of Directors at the same time. The Board of Directors is authorized to adopt rules and regulations relating to the safety and operations of the Highland Park facilities.

SECTION 2: Whenever a vacancy occurs on the Board of Directors, the vacancy may be filled by the Board and any member so selected will serve until the next annual membership meeting of the Corporation, at which time a successor shall be elected to fill the unexpired term.

SECTION 3: A Director's term of office shall be three years, unless elected to fill a vacancy as discussed in Section 2, above. The terms shall be staggered such that each year, beginning with the 2008 annual election, one-third of the seats shall be up for election.

SECTION 4: Six (6) members of the Board or fifty percent of the number of Directors then in office shall constitute a quorum.

SECTION 5: The Board of Directors shall appoint the Northern Virginia Swim League (NVSL) representatives (Swim & Dive) by majority vote of those Directors present at a Board meeting and may relieve them of their appointments for cause upon a two-thirds vote of those present.

ARTICLE VI – OFFICERS:

SECTION 1: The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, who shall be elected annually by the Board of Directors from among the members of the Board to serve for a term of one (1) year. The Board of Directors may elect one or more members who are not on the Board to serve as additional officers or committee members as the Board of Directors determines appropriate for the management of the Corporation.

SECTION 2: The Board of Directors shall meet within ten days after each annual membership meeting, to elect the Corporation officers.

SECTION 3:

(a) The Board of Directors shall meet upon call by the President.

(b) A meeting of the Board of Directors shall be called upon the request of three (3) members of the Board.

SECTION 4: Each Director shall receive at least one day's notice of a Board meeting.

SECTION 5:

(a) The President and four (4) Board members chosen by the Board of Directors shall constitute an Executive Committee.

(b) The Executive Committee shall conduct the business of the Corporation between meetings of the Board as appropriate for the efficient operation of the Corporation. Each member of the Executive Committee shall receive advance notice of any meeting or proposed action.

(c) The Executive Committee will report to the Board of Directors at the next Board meeting any actions the Executive Committee has taken without prior Board approval.

(d) Three (3) members shall constitute a quorum of the Executive Committee.

SECTION 6: The President shall appoint such committees as may be necessary for the welfare of the Corporation.

SECTION 7: The Board of Directors will arrange, as necessary or appropriate, for the Directors and Officers of the Corporation to be bonded and the Directors

and Officers to be provided with Directors and Officers insurance by a surety company licensed by the Commonwealth of Virginia.

SECTION 8: Any Board member who is unable to perform his duties may be removed from the Board by a two-thirds vote of the Board. Any Board member may be removed as a Director for cause by a two-thirds vote of the Board.

ARTICLE VII – MEMBERSHIP MEETING:

SECTION 1: The annual membership meeting of the Corporation shall be held at such time as the Board of Directors deems appropriate.

SECTION 2: Special membership meetings of the Corporation may be called by the President at any time and must be called when requested in writing by one-tenth of the membership.

SECTION 3: Written notice of each annual and special meeting shall be provided to each membership at least ten (10) days prior to the meeting.

SECTION 4: Each membership shall be entitled to one (1) vote.

SECTION 5: One-eighth of the membership shall constitute a quorum at any membership meeting. Proxies may be used and represented in writing specifying condition of use. For the purpose of this section, membership is defined as a member who has been issued a Certificate of Membership and whose dues are current.

SECTION 6: Written notice to a member shall be deemed given if notice is given by any one of the following methods: (1) delivery of a written notice to the last known address of the member; (2) mailing of a written notice to the last known address of the member; (3) notice by facsimile transmission, when directed to a number at which the member has consented to receive notice; (4) electronic mail, when directed to the record address of the member or to such other electronic mail address at which the member has consented to receive notice; (5) posting on electronic network together with separate notice to the member of the specific posting when the separate notice is directed to an address at which the member has consented receive notice; or (6) any other form of electronic transmission, when consented to by the member.

ARTICLE VIII – AMENDMENTS:

Amendments to these Bylaws may be adopted by a majority vote at any membership meeting provided the membership has had thirty (30) day written notice of such amendments.

ARTICLE IX – ANNUAL DUES:

SECTION 1: Each membership shall be subject to the payment of annual dues to cover operating, maintenance, administrative and other costs of the Corporation. A membership returned to the Corporation for resale shall not be subject to the payment of annual dues provided said membership is received and certified as received by the Corporation by March 1 of the year concerned. The Board will waive dues payment if the share is received and certified as received by the Corporation after March 1 and resold the same year prior to Pool opening.

SECTION 2: The amount of the annual dues shall be determined by the Board of Directors each year, based on estimated expenses.

SECTION 3: Members who have requested conversion to inactive status under provisions of Article III, Section 7 shall be subject to one-fifth (1/5) of the prescribed annual dues, for each year of absence, provided the Board of Directors has been notified, in writing, on or before April 1 each year. Payment of the inactive fee is subject to the same due date and delinquent charges as the annual dues.

SECTION 4: Annual dues assessed shall be paid in full on or before April 1 of each year. Members delinquent at that time shall be assessed a delinquent charge, not to exceed one hundred (100) dollars, as determined by the board of directors and shall be denied the use of Corporate facilities until such time as all delinquent dues and charges are paid in full.

SECTION 5: Members with outstanding delinquent accounts beyond May 1st may have their membership revoked for cause by a two-thirds vote of the Directors present at a Board meeting.

ARTICLE X – SWIM AND DIVE TEAMS:

SECTION 1: The Swim and Dive teams are hereby recognized as duly organized recreational functions of Highland Park.

SECTION 2: A qualified Swim Coach and a qualified Dive Coach shall be hired annually. The coach(es) may be part of the pool management or one of the lifeguards. They may have an assistant to help with instruction of the teams.

SECTION 3: It shall be the responsibility of the Board to assure that all monies appropriated for the Swim and Dive coach(es) be paid separately to same and so specified in contracts.

SECTION 4: The Swim and Dive Team Representatives will be allocated a salary

budget by the Board and will negotiate salary packages within their approved budgets. Once an agreement has been reached with the prospective coaches, the salary package and names of recommended candidates will be presented to the Board for approval.