

BYLAWS

of the

MOUNT VERNON YACHT CLUB

Amended October 2, 2003

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ARTICLE I. ORGANIZATION

The name of this organization shall be the Mount Vernon Yacht Club, Incorporated, as set forth in the Certificate of Incorporation dated June 20, 1956. The Corporate seal of the Club shall have inscribed thereon the name of the Club and the word "Seal". The word "Club", whenever used unqualified in these Bylaws, shall mean Mount Vernon Yacht Club, Incorporated.

ARTICLE II. OBJECTIVE

The objective of the Club shall be to provide social and recreational facilities for its members and to promote interest in pleasure boating and water sport activities for the membership, including the operation and maintenance of a swimming pool, marina and associated facilities as more fully set forth in the Club's Certificate of Incorporation.

ARTICLE III. MEMBERSHIP

Section 1. General

Subject to the provisions of Article III Section 3, Section 4, and Section 5; Article XV and Article XVI, membership shall be open to property owners in the subdivision known as Yacht Haven Estates, in the Magisterial District of Fairfax County, Virginia, and to the residents of such other areas as the membership of the Club may determine from time to time.

Section 2. Classes of Membership

(i) There shall be two classes of membership, Active and Honorary.

(ii) A membership in the Club shall be a family membership. A family membership may consist of a head of household, his or her spouse, children and other close relatives who reside permanently with the household, including dependent children temporarily away from home. Tenants, lodgers, room mates, persons sharing or other long term house guests are not considered to be family members.

Family members shall be entitled to all privileges of the Club except as otherwise stipulated in pertinent articles of the Bylaws. Members who have been terminated, expelled or who are currently suspended shall have no privileges in the Club (see Article X below).

Section 3. Membership Limits

(i) There shall be a limit on the number of members in the Club. Any proposed change to the total number of members shall first be considered by the Membership Committee who will make a recommendation to the Board of Trustees for its approval. Notification to the membership of any proposed change shall be mailed not later than fifteen days prior to the membership meeting on which a two-thirds majority vote of Active Members in good standing present and voting at the meeting will be required for adoption.

(ii) The limit on the number of members is 230 family units, of which no more than 5 may be elected as Honorary Members. However, to the extent that this limit is exceeded no action shall be taken to expel any current Members (see Article III Section 4(v), Article XV Section 2(b) and Article XVI Section 7C(b) below).

Section 4. Active Members

(i) Active Members in good standing shall be entitled to all privileges of the Club and shall have the right to vote and may hold office.

(ii) Each Active Member in good standing shall be entitled to one vote per family. Voting rights and eligibility to hold office shall be limited to the head of household or his/her spouse.

(iii) An Active Member "in good standing" is one who has no overdue financial obligation to the Club or who is not currently suspended (see Article X Section 3 below). Active Members whose financial obligations to the Club are overdue in excess of sixty days, or who are currently suspended are not entitled to have any of the privileges of the Club.

(iv) Each applicant for Active Membership must submit a written application for membership to the Membership Committee using an application form approved by the Board of Trustees. The application must be endorsed by two Active Members of the Club. The Membership Committee will investigate the eligibility of the applicant and refer the application to the Board of Trustees. Notification to all members of the Club as to the individuals and their families applying for membership shall be made by posting the completed application form on the Club bulletin board for at least thirty days prior to the scheduled meeting of the Board of Trustees at which the recommendations shall be considered. Objection from any Active Member in good standing to any application must be submitted in writ-

ing and be delivered to the Secretary at least two days prior to the scheduled meeting of the Board of Trustees. All applications for Active Membership shall be voted on by the Board of Trustees. Negative votes cast by a majority of directors present and voting (assuming a quorum is present) shall constitute rejection.

(v) After satisfying the membership requirements of Article III, Section 4(iv) above, prospective Active Members must await occurrence of membership vacancies (see membership limits established in Article III Section 3 above) and join the Waiting List before they may become full Active Members, except that any real property owner of one of the original 167 residential lots in Yacht Haven Estates, Fairfax County, Virginia, (Yacht Haven Estates) shall be admitted into full Active Membership (limited to one membership per lot and one membership per household) without regard to the Waiting List or limits on the number of Club members.

Section 5. Honorary Members

(i) Honorary Members are elected by the Club. The requirements for Honorary Membership are persons or families who, in exceptional circumstances, are considered to have rendered a service of especial value or importance to the Club, or whose association would be of great benefit to the Club

(ii) Recommendations for Honorary Membership shall be made in writing to the Membership Committee, signed by five Active Members in good standing. Following review and endorsement by the Membership Committee, the recommendation shall be referred to the Board of Trustees who shall vote on its approval for nomination. Two negative votes shall constitute rejection.

Upon approval by the Board of Trustees, the proposed nomination for Honorary Membership shall be notified to the membership by posting on the Club bulletin board at least thirty days prior to the membership meeting when it will be considered. A two-thirds majority vote of Active Members in good standing present and voting at the meeting shall be required for acceptance.

(iii) Prospective Honorary Members who are not real property owners of one of the original 167 residential lots in Yacht Haven Estates, or who are not currently Active Members, must await occurrence of membership vacancies.

(iv) Honorary Members shall have all the privileges of the Club, but shall not have the right to vote or hold office, and shall be exempt from the payment of only the membership initiation fees, annual dues and assessments.

(v) Honorary Members shall have no seniority in the Club with respect to the assignment of boat slips.

(vi) Honorary Members may apply/reapply for Active Membership, subject to the provisions set out in pertinent sections of these Bylaws. Former Active Members reapplying will be treated as new applicants for Active Membership, including the requirement for payment of the prevailing membership initiation fee and dues.

ARTICLE IV. OFFICERS AND DIRECTORS OF THE BOARD OF TRUSTEES

Section 1. General

The affairs of the Club shall be managed by a Board of Trustees consisting of eleven members who shall be the officers and directors of the Club. The officers of the Club shall consist of: Commodore, Vice Commodore, Rear Commodore, Secretary, and Treasurer. The Board of Trustees shall be elected at the November meeting of the Club and shall hold office during the year commencing December 1 following the meeting at which they are elected and may be re-elected subject to Section 2 below. Only Active Members in good standing for a period of one year immediately preceding the annual election meeting shall be eligible for nomination as officers or directors.

Section 2. Election of Officers and Directors

At least seven weeks prior to the November annual meeting, the Nominating Committee (See Article V Section 3) shall send to the Secretary the names of nominees for officers and directors for the ensuing year. The Secretary shall publish this list in the regular notice for the October membership meeting.

Any other nominations for officers or directors shall be made at the October membership meeting (floor nominations). The Secretary shall publish the names of floor nominations and those of the nominees of the Nominating Committee, and mail them to all members of the Club at least fifteen days prior to the November membership meeting when the elections shall take

place. No person shall be eligible for nomination for more than one office. No nominations shall be made subsequent to the October membership meeting except for offices for which there are no candidates.

Tenure of duty for officers shall be for one year. Tenure of duty for directors shall be for two years, to be elected in a manner such that there will be an overlapping of their terms. Both officers and directors may be re-elected, but will not be eligible to serve more than two consecutive years in one office or directorship. Voting for officers and directors shall be at all times by ballot except in those cases where there is but one candidate for the office.

Nominations to fill vacancies on the Board of Trustees may be made at any membership meeting. Notice of such nominations shall be mailed to the membership at least fifteen days prior to the following membership meeting at which any additional nominations (floor nominations) may be made. Notice of the election shall be sent to all members of the Club at least fifteen days prior to the next following membership meeting. Election will be by a majority vote of Active Members in good standing present and voting at the meeting. The Commodore may fill vacancies by appointment until a successor has been elected.

Section 3. General Duties of Board of Trustees

(i) The Board of Trustees shall convene at the call of the Commodore, on written request of three of its members. A majority of its members shall constitute a quorum. The Board of Trustees shall manage the property and affairs of the Club. It shall approve the rules for the use of the property and the conduct of all members. It shall investigate any alleged violation of these Bylaws or occurrences detrimental to the Club and may refer same to the Club membership for action, at its discretion.

(ii) The Board of Trustees will originate the annual operating budget and submit it to the membership for approval or amendment by a majority vote of the Active Members in good standing present and voting at the regular membership meeting in January.

(iii) The Board of Trustees is authorized and required to approve the purchase of, or to contract and pay for out of Club funds, all necessary materials, supplies, and services for the operation, maintenance, and management of the Club. It may delegate this authority to individual Officers, Directors or committee chair-

persons, at its discretion. It may delegate to the Commodore authority to incur expenses of an emergency nature without prior authority of the Board, and also extend to the Commodore the authority to incur expenses up to some limited dollar amount as decided by the Board.

(iv) The Board of Trustees may set restrictions on the funds within the annual budget that a committee chairperson is authorized to obligate from such committee's account.

(v) Appropriations for individual projects or capital cost items costing more than a specified amount, not approved as part of the annual budget, must be approved by majority vote of the Active Members in good standing present and voting at a membership or special meeting. The specified amount shall be approved annually by the Active Membership in good standing as part of the annual budget. The Board of Trustees may approve expenditures as necessary to effect emergency repairs to continue safe operation of the facilities or to prevent further damage.

Section 4. Duties of Officers and Directors

(i) Commodore

The Commodore shall be the Chief Executive Officer of the Club and shall be responsible for directing the operation and protecting the interests of the Club. The Commodore shall preside at all meetings of the Club and the Board of Trustees. He/She shall appoint chairpersons for all standing committees and define their duties (Article V Section 1). All committee chairpersons and members who have been appointed by the Commodore will hold office during the Commodore's tenure. The Commodore shall have the pleasure of appointing committees in addition to those listed in Article V. The Commodore shall have authority to ask for the resignation of any chairperson of any standing committee or appointed committee. Resignation of the committee chairperson shall constitute resignation of the entire committee.

(ii) Vice Commodore

The Vice Commodore shall assist the Commodore in the discharge of all duties and will assume the functions and the responsibilities of the Commodore in his/her absence or inability to serve.

(iii) Rear Commodore

The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties and will assume the functions and the responsibilities of the Vice Commodore in his/her absence or inability to serve. In the absence of the Commodore and the Vice Commodore the Rear Commodore will assume their responsibilities.

(iv) Secretary

The Secretary shall be the recipient of, and shall be responsible for, processing all Club correspondence, acting as custodian of and preserving all Club records and documents, and keeping minutes of Board and membership meetings. He/She shall keep an accurate record of all proceedings at Club membership and Board of Trustees meetings. He/She shall prepare a copy of all proceedings of the Club and Board of Trustees meetings which shall be filed in the Club files not later than thirty days subsequent to the date such proceedings were approved. A copy of the minutes of membership meetings shall be made available for members' inspection. In case of inability to be present at any meeting, he/she shall have conveyed to the place of the meeting the minutes of the preceding meeting. Notification of the time and place of all membership meetings shall be mailed to the membership at least fifteen days before such meetings. The Secretary shall be the Custodian of the Club Seal. The Secretary shall keep posted on the Club bulletin board a list of names and addresses of all members of the Board of Trustees and members of committees. In the absence of the Secretary, the Commodore shall appoint any other member of the Board to act for the Secretary.

(v) Treasurer

The Treasurer shall be the custodian of all moneys received by the Club. The fiscal year of the Club shall be January 1 through December 31 of each year. The Treasurer shall be entrusted to deposit all Club funds in a bank that has been approved by the Board of Trustees and will write all checks against this amount to pay any and all bills accruing against the Club. Cash disbursements by the Treasurer are not authorized. The Commodore or the Vice Commodore shall countersign all checks drawn by the Treasurer against any and all bank accounts of the Club. In the absence of the Treasurer, the signatures of the Commodore and Vice Commodore shall be required.

The Treasurer shall make a report at each regularly scheduled membership meeting on the state of the

finances of the Club. The Treasurer shall submit the books and accounts to the Board of Trustees, or its representative, at any time on request. In case of inability to attend any meeting, the Treasurer shall have a report conveyed to the place of the meeting.

The Board of Trustees will arrange an independent review of the financial accounts of the Club during the month of November to ensure that verified accounts are turned over to the incoming Treasurer. The Treasurer shall maintain the deed to the Club property, the Articles of Incorporation, and other important documents in a safe deposit box. The Treasurer shall maintain written operating procedures for the conduct of his/her office as approved by the Board of Trustees.

(vi) Directors

Each Director shall serve as the chairperson of a committee or may serve other functions as the Commodore designates.

ARTICLE V. COMMITTEES

Section 1. General

Standing committees are appointed by the Commodore in accordance with Article IV, Section 4, to perform the day-to-day operating functions of the Club. Committee members shall be confirmed by the Board of Trustees.

Section 2. Membership Committee

A membership chairperson and other personnel as required, shall be appointed by the Commodore to be responsible for the membership, the membership billing functions of the Club, various duties set out in these Bylaws, and other responsibilities as approved by the Board of Trustees.

Section 3. Nominating Committee

A nominating committee shall be appointed by the Board of Trustees and shall consist of not less than five persons chosen from among the Active Members in good standing. The Board of Trustees shall designate one of the members as chairperson of this Committee.

Section 4. Other Standing Committees

Other Standing Committees will be:

- (a) Planning and Budget
- (b) Marina
- (c) Pool Operations
- (d) Security
- (e) Social Activities
- (f) House
- (g) BEACON
- (h) Grounds
- (i) Bylaw

One or more Active Members shall be appointed to each of the Standing Committees.

Section 5. Special Committees

Special committees may be created at any membership meeting of the Club or by the Commodore at his discretion who, if required, will explain the duties of such committees to the membership at the next membership meeting.

Section 6. Operating Procedures

All committee chairpersons are required to maintain written operating procedures for the conduct of their office which shall have been approved by the Board of Trustees.

Following approval of the annual budget by the membership, a committee chairperson is authorized to obligate his committee's financial account in accordance with the expenditure plan set forth in the approved budget without further reference to the Board, subject to any restrictions established by the Board of Trustees.

The chairperson of any committee handling money shall render a detailed written statement of all receipts and disbursements, cash or otherwise, to the Treasurer for the Club files, together with all money on hand for deposit in the bank to the credit of the Club. The money disbursed by any committee shall not exceed an amount voted to the committee by the Club at a meeting of the Club.

Section 7. Special Interest Groups

Special interest groups to promote different aspects of the Club's watersports activities shall be permitted, subject to the approval of the Club.

Operating within the general guidelines of the Club, these groups shall include

- (a) Sail Fleet
- (b) Power Fleet
- (c) Swim Team

Each group shall develop its own rules which shall not be inconsistent with the Bylaws or Rules governing the operation of the Club, shall elect its own officers/leaders, shall be self-administering and shall be self-funding, except to the extent of any subsidy that might be approved as part of the Club's annual budget process.

A proper accounting of all group funds shall be maintained and submitted to the Club Treasurer on a regular basis for recording in the Club records.

Membership and/or participation in each group shall be a privilege of the Club and open to all eligible members subject to the individual requirements of the group.

ARTICLE VI. MEETINGS

Section 1. General

(i) Robert's Rules of Order shall govern the conduct of meetings. To vote, an Active Member must be in good standing and be present at the meeting when the vote is taken. There will be no proxy voting. The Order of Business shall be:

1. Call to Order.
2. Reading the minutes of previous meetings.
3. Reports of officers.
4. Reports of committees.
5. Election of Officers. (Annual)
6. Unfinished business.
7. New business.
8. Adjournment.

(ii) The Commodore may, at his discretion, appoint a Parliamentarian and/or Sergeant at Arms at membership meetings to ensure conformity with Roberts Rules of Order and/or to maintain proper conduct. In the absence of a Parliamentarian and/or Sergeant at Arms, the Commodore shall exercise the authority of those positions.

Section 2. Board of Trustees Meetings

(i) A monthly meeting of the Board of Trustees will be held on the last Thursday of each month or such other date as specified by the Commodore.

The date, time and place of Board meetings shall be notified to the membership. In general, and where practical, such sessions shall be open to all Active Members. However, the Commodore, at his discretion, may call an Executive Session where the business at hand calls for privacy.

Where disciplinary action against a member is contemplated, the member involved shall be given reasonable notice and invited to attend.

(ii) A majority of its members shall constitute a quorum in order to conduct Club business.

(iii) Special meetings of the Board of Trustees may be called at any time by the Commodore or on the written request of three members of the Board.

Section 3. Membership Meetings

(i) A membership meeting shall be held on the first Thursday of each month, but the Active Membership in good standing, by a majority vote, may suspend such meetings for a period not to exceed three consecutive months. Notices for all membership meetings, stating date, time and place, shall be mailed to the membership not later than fifteen days prior to the date of such meetings.

(ii) Fifteen percent of Active Members in good standing, present and eligible to vote as defined in Article III, Section 4, Paragraph (ii) shall constitute a quorum.

Section 4. Annual Election Meeting

(i) The annual election meeting shall be held on the first Thursday in November at a time and place designated by the Board of Trustees. Notices of the annual election meeting shall be mailed to the membership, stating date, time and place, not later than fifteen days prior to the date of the meeting.

(ii) Fifteen percent of Active Members in good standing, present and eligible to vote as defined in Article III, Section 4, Paragraph (ii) shall constitute a quorum.

Section 5. Special Membership Meetings

(i) Special meetings may be called by the Commodore, the Board of Trustees, or on written request

signed by ten Active Members in good standing. The object of the special meeting must be stated in the request. Notice of special meetings, stating date, time and place, shall be mailed to the membership not later than fifteen days prior to the date of such meetings. The object of a special meeting must be stated in the notice and only such business as stated therein shall be transacted.

(ii) Fifteen percent of Active Members in good standing, present and eligible to vote as defined in Article III, Section 4, Paragraph (ii) shall constitute a quorum.

ARTICLE VII. FEES, DUES, ASSESSMENTS AND CHARGES

Section 1. General

The amount of the initiation Fees and Dues or other charges shall be proposed by the Board of Trustees at a membership meeting of the Club or at a special meeting called for that purpose. Notice of the proposed dues, initiation fees or charges, or any changes thereto, shall be mailed to the membership, together with the time and place of the meeting. A majority vote of the Active Members in good standing present and voting at the meeting shall be necessary for amendment adoption.

Section 2. Membership Initiation Fee

A membership initiation fee shall be paid by each Active Member and will be paid in full at the time of acceptance into full Active Membership of the Club. Alternatively, on acceptance into full Active Membership, the member may pay one-third of the fee plus a carrying charge, as established by the membership; one third plus charge on the first anniversary date of acceptance into Active Membership; and one third without additional charge on the second anniversary date. (Installment method.)

Section 3. Dues

Annual dues shall be paid by Active Members. The annual dues will be based on the Club fiscal year. Bills for the full year's annual dues shall normally be mailed to the membership by February 1 and are to be paid prior to March 1. If members desire, they may pay one-half their dues prior to March 1, in which case the second half of their dues will be payable prior to May 1. With the approval of the Active Membership in good standing, these dates may be changed if required by extraordinary circumstances.

The annual dues for new Active Members will be prorated beginning with the first full month following the member's acceptance into full membership by the Club.

Section 4. Boat Slip Fees

Boat slip fees will be billed to slip holders together with annual Club dues and are payable at the same time and on the same payment schedule as Club dues (see Section 3 above).

Section 5. Assessments

Any assessment must be proposed by the Board of Trustees at a membership or special meeting of the Club and notice must be posted on the Club bulletin board for at least thirty days before action thereon can be taken by the Club. Notice of such proposed assessment must be sent to every Active Member with the information on the time and place of the next membership meeting when the vote will take place at least fifteen days prior to the meeting date. A two-thirds vote of the Active Members present shall be necessary for adoption. The manner of payment for assessments and other charges shall be established at the time such charges are levied.

Section 6. Charges

The Board of Trustees is authorized to levy a just and fair charge on members who have been found to be responsible for the loss, injury, or destruction of Club property caused by a member, a relative or a guest of the member. This charge shall be due within ten days of the billing date. A member protesting the charge must first pay the charge and then present his/her written protest stating reasons for the protest prior to the next membership meeting of the Club. The action voted by a majority vote of the Active Membership in good standing present and voting at the meeting will be final. If the levy is not sustained by the membership, the charge will be refunded.

Section 7. Refund of Initiation Fees/Dues

(i) Initiation Fee

A member who has paid the membership initiation fee in full at the time of application, and who resigns, is terminated or expelled during his first two years of membership, shall have that portion of his fee refunded which exceeds the amount he/she would have paid, including carrying charges, if payment had been

by the installment method (See Article VII Section 2 above). Refunds of membership initiation fees to such members shall be made at the convenience of the Board, but no later than one year from the date of resignation, termination, or expulsion.

A member who has used the installment method and who has not paid his/her membership initiation fee in full and resigns, is terminated, or expelled, is under no obligation to complete his/her payments. If a member who has resigned, has been terminated or expelled, applies to join the Club at a later date, he/she will be considered to be a new applicant and will be liable for payment of the full membership initiation fee prevailing at the time of the new application.

(ii) Dues and Boat Slip Fees

A refund of annual dues may be requested following resignation, termination, or expulsion. After approval of the Board, a refund of the unused portion of annual membership dues will be made based on even increments of one-twelfth of the year's dues, and is payable immediately. Any moneys due the Club shall be deducted from said refunds. In the event a member assigned a boat slip sells his/her boat, or if he/she is directed to remove his boat from the marina, a prorated boat slip fee rebate will be paid only if the boat slip can be re-assigned.

Section 8. Payment of Accounts

Checks are to be made payable to Mount Vernon Yacht Club, Inc., and shall be mailed or hand-delivered to the Club (M.V.Y.C., 4817 Tarpon Lane, Alexandria, Virginia 22309).

The Board of Trustees may establish specific rules and procedures for the payment or refund of dues, fees, assessments, or other charges, including the imposition of late payment charges.

ARTICLE VIII. MARINA

Section 1. Rules

Rules relating to Marina Operations, Assignment of Berths, Care of Yachts and Moorings shall be proposed by the Board of Trustees and adopted by a majority vote of the Active Members in good standing present and voting at a membership meeting or a special meeting called for that purpose. Notice of proposed rules or rule changes shall be mailed to each member

at least fifteen days prior to the meeting, along with the date, time, and place of the meeting.

Section 2. Marina Chairperson

Under the authority of the Board of Trustees, the Marina Chairperson shall be responsible for the safe operation and maintenance of the Marina, the processing of slip applications and the assignment of slips.

ARTICLE IX. OPERATION AND CARE OF YACHT CLUB FACILITIES

Section 1. Rules Relating to Club Facilities

Rules relating to the operation and care of all Club facilities shall be approved by the Board of Trustees.

Section 2. Changes Regarding Club Real Property

Any changes involving the title, ownership, or character of the real property owned by the Club must be approved by a two-thirds majority vote of the Active Members in good standing present and voting at a membership meeting, subject to the provisions of Article XV Section 2(a). Notice of such proposed change shall be mailed to every Active Member by the Secretary at least twenty-five days prior to the membership meeting at which a vote will be taken on the proposed change. The notice must state the time, purpose, and place of the meeting.

ARTICLE X. DELINQUENT ACCOUNTS, TERMINATION, SUSPENSION AND EXPULSION

Section 1. Delinquent Accounts and Late Payment Penalties

All dues, fees, assessments, and charges are due and receivable at the Club house address not later than the dates and times stipulated for them or, if not specified, within thirty days of billing. Members who have been properly billed by mail or by hand delivery are considered to be delinquent if any dues, slip rental fees, assessments, or charges are not received on or before the due date and time and will be subject to a late payment charge as determined by the Board for each month, or fraction of a month, of the amount outstanding and past due. There shall be no grace period. The Membership Chairperson shall notify the Board of Trustees of delinquent accounts.

Section 2. Termination

Any member who has been properly billed by mail or by hand delivery and who has not paid the complete bill when due, or if not specified, within thirty days of the billing, shall be notified by the Membership Chairperson that he/she is delinquent and no longer in good standing. At the direction of the Board, the name of any member in arrears may be posted on the Club bulletin board. The case of a member who is sixty days in arrears will be considered by the Board of Trustees and he/she may be terminated from membership by a majority vote of the Board.

A member may petition the Board for an extension of time in which to make payment of past due accounts. Once terminated there shall be no reinstatement. Terminated members may re-apply for membership by making application as a new member and by paying dues and the prevailing membership initiation fee, together with payment of any outstanding charges and accrued late payment charges.

Indebtedness of a member to the Club may be forgiven on recommendation of the Board of Trustees and a two-thirds vote of the Active Members in good standing present and voting at any membership meeting of the Club.

Section 3. Suspension or Expulsion

On the recommendation of the Board of Trustees, any Active or Honorary Member judged to have been implicated in an incident seriously injurious to the welfare of the Club may be suspended or expelled from the Club by a two-thirds majority vote of the Active Membership in good standing present and voting at any meeting of the Club held not less than ten days, nor more than ninety days, after charges in writing, duly signed, have been filed with the Secretary and mailed to each member, provided that such charges shall be filed within thirty days of knowledge of such alleged incident.

ARTICLE XI. GUESTS

Section 1. General Guest Privileges

Active Members in good standing and Honorary Members shall be entitled to guest privileges. Rules governing guest privileges shall be proposed by the Board of Trustees and shall be adopted by a majority vote of the Active Members in good standing actually present and voting at the meeting at which the rules are pro-

posed. Changes in such rules shall be made in the same fashion.

Section 2. Long-term Guests

Tenants residing in homes owned by Club members in good standing have the right to enjoy the Club as long-term guests of the Active Member, subject to compliance with the procedures and conditions set forth in Article XI Section 2. Long-term guest privileges shall be limited to one guest family per membership at any one time and may be extended for a period not to exceed two years. However, if the guest applies and is approved for membership and is placed on a waiting list during such time, the Board of Trustees may extend the guest's privileges beyond the two-year limit until such time as the guest becomes a member of the Club (subject to compliance with Article XI Section 2). The Club Member shall surrender his/her right to use the Club facilities during the time that the long-term guest privileges are outstanding. During the term of the long-term guest privileges, the Club Member and not the guest shall be required to pay all dues and fees and shall retain all voting rights. The long-term guest shall be required to abide by all Club rules. The Board of Trustees may terminate the long term guest privileges if:

- (a) the Board of Trustees determines that the guest has been implicated in an incident seriously injurious to the welfare of the Club;
- (b) the sponsoring Club member is suspended or expelled from membership in the Club; or
- (c) the sponsoring Club member or guest fails to comply with the conditions of Article XI Section 2.

Any Club member seeking to establish long term-guest privileges for a tenant shall apply to the Board of Trustees in writing, and the tenant shall be interviewed by members of the Board or its designees, after which the proposed long-term guest privileges shall be approved or disapproved by the Board.

ARTICLE XII. ETIQUETTE, SIGNALS AND MEASURING

Section 1. Etiquette

The etiquette of members shall be that usually prescribed for yachtsmen.

Section 2. Signals

The signals shall be as prescribed in the International Code of Signals.

Section 3. Racing

The Club will sponsor yacht racing under the direction of the Sail Fleet Captain. Measurements of yachts and rules for contests shall be in accordance with the rules of the associations that the participants may elect to use for a given year.

ARTICLE XIII. CLUB FLAGS AND CAP DEVICES

The Board of Trustees shall propose, and the membership adopt, by a majority vote, the distinguishing signals and cap devices of the Club.

ARTICLE XIV. AMENDMENTS TO BYLAWS

Section 1. Effective Date

These Bylaws shall take effect from the date of their approval by two-thirds vote of the Active Members in good standing present and voting at a meeting of the Club, duly called.

Section 2. Amendments

Proposed amendments must be made at a regular membership meeting. They must be signed by ten Active Members in good standing, and shall be submitted in writing to the Bylaw Committee for its information and review at least thirty days prior to the meeting at which they are to be proposed.

The Secretary shall mail to each member a copy of the proposed amendment at least fifteen days prior to the next meeting advising of the time and place of the membership meeting at which the amendment will be voted on. A two-thirds majority vote of the Active Members in good standing present and voting at the meeting shall be necessary for adoption.

Section 3. Court Order

The Final Order of Chancery No. 128614 in the Circuit Court of Fairfax County entered on 16 August, 1994 forms an integral part of these Bylaws as Article XVI.

Article XVI shall not be amended without prior approval of the Court.

ARTICLE XV. VOTING RIGHTS

Section 1. Active Members

All Active Members in good standing shall have the right to one vote on Club matters requiring such. This right can be exercised by either spouse in each member family.

Section 2. Property Owners

Active Members of the Club who are also owners of real property in Yacht Haven Estates shall have the right to veto and render void any of the following actions taken by the Club or the Board of Trustees or membership thereof, by delivering the veto in writing, and endorsed by a simple majority of the Active Members who are real property owners of one of the original 167 residential lots in Yacht Haven Estates (one endorsement per membership), to the Commodore within sixty days after the date when such owners of real property in Yacht Haven Estates are given written notice that the Board of Trustees or membership has voted to take any action or otherwise has taken any action which would:

- (a) effect a change in title, ownership or character of the real property owned by Mount Vernon Yacht Club, Incorporated.
- (b) increase the number of memberships above 200; however, to the extent that limit is exceeded at June 8, 1994, no action shall be taken to expel current Members.
- (c) admit any new members who are not property owners in Yacht Haven Estates.
- (d) involve a petition to the Court to modify or change the special rights granted by the Decree (as set out in Article XVI) to the members of the Club who own real property in Yacht Haven Estates.
- (e) change the membership classification or dues structure of the Club. This provision shall not be construed to prevent the Board of Trustees from uniformly changing the amount of dues to be charged all Active Members to meet the Club's budget requirements.

Section 3. Effectiveness of Certain Actions

Implementation of any actions set out in Article XV Section 2 above shall not take effect until expiration of the sixty day notification period without a veto.

ARTICLE XVI. FINAL ORDER OF CHANCERY NO. 128614

Virginia:
In The Circuit Court Of Fairfax County

Friends Of The Community Of
Mount Vernon Yacht Club, et al.
Plaintiffs, Chancery No. 128614
V.
Mount Vernon Yacht Club,
Incorporated, et al.
Defendants.

FINAL ORDER

This cause came on the 6th day of June, 1994, on the Bill of Complaint for Injunction, Appointment of Receiver and Other Relief; the Answer, Grounds of Defense, Amended Grounds of Defense and Cross-Bill of the Fifty-Three Individual Defendants; the Answer and Grounds of Defense of Mount Vernon Yacht Club, Incorporated; the Answer and Grounds of Defense to the Bill of Complaint and Counterclaim of John T. Donelan and Linda C. Donelan; the Answer of Guy F. McConnell and Martha L. McConnell; the Joint Answer, Grounds of Defense and Cross-Bill of the Forty Defendants; the Answers of all of the individually named Defendants who filed pro se; and the Answers of the Plaintiffs to all Cross-Bills filed herein.

Upon consideration of the evidence presented ore tenus and the argument of counsel, the Court DECREED as follows:

1. The Defendant, Mount Vernon Yacht Club, Inc., is a Virginia non-stock corporation which was issued a charter by the Virginia State Corporation Commission on June 20, 1956.
2. The original Articles of Incorporation of Mount Vernon Yacht Club, Incorporated, dated June 13, 1956, and the original 1956 By-Laws, as well as the "Resolution to Be Adopted," are the valid organizational documents of Mount Vernon Yacht Club, Incorporated ("MVYC").

3. The persons currently acting as Officers and Directors of MVYC will serve the remainder of their terms in office.

The election procedures set forth in 1956 By-Laws will govern all elections subsequent to the entry of this Order unless and until they are amended in compliance with the organizational documents and Virginia law.

4. At its organizational meeting on July 24, 1956, MVYC adopted a resolution to issue transferable certificates granting membership eligibility to purchasers of the 167 residential lots ("real property owners"), specifically all numbered residential lots except Lot 1, Block H, shown on the plat of the subdivision known as Yacht Haven Estates in the Mt. Vernon Magisterial District of Fairfax County, dated August 19, 1953.

5. In accordance with the 1956 By-Laws, there are only two classes of membership in MVYC, "Active" memberships and "Honorary" memberships.

In accordance with fairness and equity, and in consideration of the contributions of persons admitted to membership who were not real property owners in Yacht Haven Estates, all persons on the current membership rolls, regardless of their status or designation as of June 8, 1994, are recognized as "Active" members pursuant to the 1956 By-Laws, with all the rights and privileges of Active members described therein.

6. Each Active membership has the right to one vote. This right can be exercised by either spouse in each family.

7. The real property owners in Yacht Haven Estates have a unique interest in certain issues affecting the nature and character of MVYC, and they should be given the power and opportunity to regain control of MVYC, if they be so inclined, so long as the equitable interests of the non property owning members of the Club are protected.

In consideration of this unique interest it is further DECREED that:

A. MVYC shall accept any real property owner in Yacht Haven Estates into Active membership (limited to one membership per lot and one membership per household) without regard to waiting lists, restrictions on the number of members, or other conditions provided that such person makes application and is accepted for membership as provided in the 1956 By-

Laws and pays such dues and fees as may be applicable at the time of admission.

B. Initiation fees shall not be increased for one year from the date of entry of this Final Order.

C. Active members in the Club, who are also real property owners in Yacht Haven Estates, shall have the right, commencing June 8, 1994, to veto and render void any of the following actions taken by MVYC or the Board of Directors or membership thereof, by delivering the veto in writing, and endorsed by a simple majority of the active members who are real property owners in Yacht Haven Estates (one endorsement per membership), to the Commodore or President of MVYC within 60 days after written notice to the membership of any action which would:

- a. effect a change in the title, ownership or character of the real property owned by Mount Vernon Yacht Club, Incorporated.
- b. increase the number of memberships above 200; however, to the extent that limit is currently exceeded, no action shall be taken to expel current "Active" members.
- c. admit any new members who are not property owners in Yacht Haven Estates.
- d. involve a petition to the Court to modify or change the special rights granted by this Decree to the members of the Club who own real property in Yacht Haven Estates.
- e. change the membership classification or dues structure of the club. This provision shall not be construed to prevent the Board of Directors from uniformly changing the amount of dues to be charged all Active Members to meet MVYC's budget requirements.

8. All prayers for relief set forth in the Bill of Complaint and all Counterclaims and Cross-claims which are inconsistent the provisions of this Order are hereby denied.

9. The provisions of this Court's Order of November 5, 1993, requiring the Original 55 Individual Defendants, except for John and Linda Donelan, to pay one-half of the costs of joining additional defendants shall remain in full force and effect.

Signatures are waived pursuant to Rule 1:13 of the Virginia Supreme Court. The Clerk is directed to forward copies of this Order to all counsel of record and pro se parties. This decree is final and this cause terminated.

Entered this the 16th day of August, 1994.
F. BRUCE BACH, Judge