

# Bylaws of the Glen Allen Community Center

Revised: April 2024

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**ARTICLE 1 – PURPOSES AND LEGAL POWERS**

**Section 1. – Purpose**

The Glen Allen Community Center is a nonprofit corporation and shall be operated for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code.

The purpose of the Association is:

- To serve as a charitable organization that supports the Glen Allen Community by sponsoring programs and providing charitable outreach to the Greater Henrico Community;
- To establish and maintain facilities for recreation, education and the training of the members of the Glen Allen Community Center (hereinafter referred to as “Glen Allen Community Center” or “GACC”), and the other persons or group that the Trustees select;
- To collect and manage funds to carry out the objectives of the organization;
- To build and maintain facilities deemed necessary by the Trustees;
- To do what is necessary and appropriate for the accomplishment of any of the above purposes.

## **Section 2. – Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes.

The legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **Section 3. Nonprofit Status and Exempt Activities Limitation**

The Glen Allen Community Center is a Virginia nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code

### **Exempt Activities Limitation**

- Notwithstanding any other provisions of these bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists for may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.
- No part of the net earnings of the corporation shall inure to the benefits or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposed set forth in the Articles of Incorporation and these bylaws.

#### **Distribution Upon Dissolution**

- Upon termination or dissolution of the Glen Allen Community Center, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) with organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

## **ARTICLE 2 – OFFICE**

The Principal Office of the Corporation will be located in Henrico County, Virginia. GACC may have other offices if considered necessary by the Trustees.

The Corporation will maintain a registered agent with the Commonwealth of Virginia, as required by the Corporation Code. The office of the registered agent may be in a different location from the Principal Office.

## **ARTICLE 3 – MEMBERSHIP**

### **Section 1. – Geographical Limitation**

Membership in GACC is limited to those persons living in Glen Allen, Henrico County, Virginia (as defined by the U.S. Postal Service zip code(s)), and geographic area adjacent to Glen Allen and the surrounding may be granted membership at the discretion of the Trustees.

### **SECTION 2. – REGULAR CLASSES**

There are two classes of members. Only these classes are permitted to vote at meeting of TTC

- A. "GACC Members" – those persons who apply for, and are granted use of, the Glen Allen Community Center
- B. "Board Members" – Those persons who comprise the Board of Trustees of GACC (Amended 1/10/2005)

### **SECTION 3. – CREATION OF SPECIAL CLASSES**

The Trustees may create other classes of membership: honorary, associated or other as they consider appropriate. These other classes of membership will not have the right to vote at meetings of GACC.

The Trustees may also change:

- The rights, privileges, and duties associate with membership in any class
- The procedures for admission to any class of membership

#### **SECTION 4. QUALIFICTION/ APPLICATION**

- A. GACC Members are elected by a two-third majority of Trustees at any meeting where a quorum is present

#### **SECTION 5. – REVOCATION**

- A. The Trustees, by a two-third vote, may suspend or expel a GACC member for cause after an appropriate hearing. The Trustees may, by a majority vote of those present at any regular meeting, terminate the membership of any swim member, or suspend or expel any member who is delinquent in paying dues or other charges.

#### **SECTION 6. – RESIGNATION**

Any GACC Member may resign by filing a written resignation with the Membership Committee. Resignation from GACC does not relieve the Member from the obligation to pay dues or other charges that are accrued or unpaid.

#### **SECTION 7. – REINSTATEMENT**

Former Members of GACC may apply in writing to the Membership Committees for reinstatement. The application must be approved by a two-thirds vote of the Trustees and may be subject to any term that the Trustees deem appropriate.

#### **SECTION 8. –TRANFERBILITY**

GACC Membership in the Association may only be transferred to immediate family members with special circumstances with approval from the Trustees of TCC. A two-thirds vote of Trustees is required.

#### **SECTION 9. – NUMERICAL LIMITS**

GACC membership will be open to all residents of the Geographic Area described in Article 3, Section 1, without respect to race, creed, color, or religious affiliation.

GACC membership is limited to 500 families (Amended 9/12/05). Membership may be increased only after a two-third vote of the Trustees.

### **ARTICLE 4 – MEETING OF MEMBERS**

#### **SECTION 1. ANNUAL MEETING**

An Annual Meeting of the Members of GACC will be held each year at the conclusion of the summer season.

The annual meeting will be held within 30 calendar days after the election of the board of trustees.

Elect Trustees and Officers as described in Article 5, Section 4 of the bylaws, can Conduct any other business that the Trustees may submit for consideration by the Members.

## **SECTION 2. – SPECIAL MEETINGS**

The President of the Trustees may call a special meeting to consider any matter for which advice and consent of the members may be requires. Special meetings are not required under the Articles of Incorporation.

## **SECTION 3. – PLACE OF MEETING**

The Trustees will determine the place for any meeting, Annual Meeting or special meeting called by the President. If no place is designated, the place of the meeting will be the Primary Office of GACC.

If all of the Members or Trustees consent and are present, a meeting may be held at any time and place. No prior notice is required for such meetings, and any proper action may be taken.

## **SECTION 4. – NOTICE OF MEETINGS**

Written or printed notice of all meetings must:

Be given by or at the direction of the President, or the Secretary, or other Officer calling the meeting.

State the place, date and hour of any meeting of members other than the entitled to vote for the election of Trustees

Be delivered not less than ten (10) or more than thirty (30) days before the date of the meeting

The purpose for which the meeting was called is to be delivered to the member at the physical address or the email address that appears in the records of the GACC. Notices may not be sent with postage due.

## **SECTION 5. – WRITTEN CONSENT**

The Trustees may take any allowable action without a formal meeting. A written consent explaining the action must be signed by all of the Trustees entitled to vote on that action. Quorum requirements apply to written consent.

## **SECTION 6. – QUORUM**

In order for the Board of Trustees to transact any official business of The Association, at least fifty (50) percent of its members must be present at a meeting. If a quorum is not present at any meeting of the Trustees, the meeting may be adjourned until a time when a quorum is present. Certain actions, as described in the applicable section of the bylaws, require a two-thirds vote of the Trustees.

## **SECTION 7. – PROX VOTE**

Any member entitled to vote at a meeting of members may vote by proxy, which:

Must be executed in writing by the member or by his duly authorized attorney in fact

Will not be valid more than two (2) months from the date of its execution

## **ARTICLE 5 – BOARD OF TRUSTEES**

### **SECTION 1. – MANAGEMENT RESPONSIBILITIES**

The Board of Trustees will manage the affairs of the Association.

### **SECTION 2. – Classes and Terms of Trustees**

The number of Trustees on the Board is fifteen (15). Trustees are elected to a term of three (3) years and may serve consecutive terms at the discretion of the full Board of Trustees. The term of office of any Trustee ends at the third succeeding annual meetings of GACC. (Amended 7/21/2003)

The Trustee position titles are as follows:

- President
- Vice President
- Treasurer
- Secretary
- Building and Grounds (2)
- Communications
- Community Engagement
- Social Events/ Member Engagement
- Membership
- Pool Management
- Snack Bar and Front Gate (2)
- Swim Team (2)

### **SECTION 3. – STANDING COMMITTEES**

Standing Committees are appointed by the Trustees to perform certain specialized tasks. As of October 2003, the Trustees have created these standing committees:

- Buildings and Grounds
- Community and Member Engagement
  - Long-Range Planning
- Swim Team

**SECTION 4. – NOMINATION AND ELECTION OF TRUSTEES**

The President will appoint a Nominating Committee in July, consisting of at least four (4) Trustees. The Nominating Committee will present a slate of Officers and Trustees for election by the Trustees at their August Meeting. Once elected, the Officers and Trustees begin their duties on the first day of October in the year of their election.

**SECTION 5. – VACANIES**

Vacancies may be created for any of the following reasons:

- Death
- Resignation
- Removal
- Disqualification
- Other

A Trustee elected to fill a vacancy on the Board will serve the remainder of his predecessor’s term. Vacancies are appointed by two-thirds vote of the Trustees at their next regular meeting.

**SECTION 6. – REMOVAL**

The Trustees may remove any elected or appointed Trustee if the action is judged to be in the best interest of GACC. If the Trustee serves under a contract, the removal must be without prejudice to the terms of the contract.

**ARTICLE 6 – OFFICERS**

**SECTION 1. – TITLES**

The officers of The Glen Allen Community Center Board of Trustees are:

President

Vice-President

Secretary

Treasurer

The Trustees may elect or appoint other officers as they consider appropriate. These other officers will have the authority and responsibility to carry out the duties assigned



them by the Trustees, until such a time as the position is no longer considered necessary.

## **SECTION 2. – ELECTION**

The Trustees will elect officers of GACC at the Annual Meeting or as soon thereafter as is convenient. New offices may be created until a successor is properly elected or appointed, or the Trustees determine that the position is no longer necessary.

## **SECTION 3. – REMOVAL**

The Trustees may remove any elected or appointed officer if the action is judged to be in the best interest of GACC. If the officer or appointee serves under a contract, the removal must be without prejudice to the terms of the contract.

## **SECTION 4. – VACANCY**

Vacancies may be created for any of the following reasons:

Death

Resignation

Removal

Disqualification

Other

The Trustees may appoint or elect a successor to fill the vacancy for the remaining portion of the term.

## **SECTION 5. – RESPONSIBILITIES OF THE PRESIDENT**

The President is the principle executive officer of GACC and is responsible for supervising all of the affairs of GACC. In addition, the President:

Presides at all meetings of Members and Trustees.

Signs, with the Secretary or other properly designated Officer, deeds, mortgages, bonds, contracts or other instruments that the Trustees have authorized to be executed. The exception to this requirement occurs in cases where the signing and execution is expressly designated to another Officer or Agent of GACC, as required by the Trustees, these bylaws or statute.

All duties incident to the office of President, and any other duties that may be authorized by the Trustees.

## **SECTION 6. – RESPONSIBILITIES OF THE TREASURER**

The Treasurer is responsible for all of GACC's monetary resources, and is charged with:

Maintaining custody of all funds and securities of the Association, Receiving and giving receipts for monies payable to GACC from all sources, depositing all monies in the name of GACC in banks, trust companies, or other depositories selected in accordance with the provisions of Article VIII of the bylaws.

Performing all duties associated with the office of Treasurer, and other duties that may be assigned by the President.

If required by the Trustees, the Treasurer must provide a bond, in an amount judged to be sufficient by the Trustees, for the faithful discharge of fiduciary duties.

#### **SECTION 8. – RESPONSIBILITIES OF THE SECRETARY**

The Secretary is responsible for:

Keeping minutes of the meetings of Members and of Trustees

Ensures that all notices require by these bylaws or by statute are given in a timely manner

### **Article 7 – FISCAL YEAR**

The fiscal year of GACC begins on the first day of March and ends on the last day of February of each calendar year.

### **Article 8 – DUES**

#### **SECTION 1. – ANNUAL DUES**

The Trustees will determine the amount of initiation fees, if any, and annual dues payable to GACC by members of each class.

#### **SECTION 2. - PAYMENT OF DUES**

All GACC Member fees shall be determined by the Trustees at their regular February meeting. The Trustees may implement the schedule of fees including any late fees that may be assessed. Any GACC member who remains delinquent in dues or late fee payment as of the regular pool-opening day will be denied the use of GACC swim facilities.

#### **SECTION 3. – DEFAULT AND TERMINATION OF GACC MEMBERSHIP**

When any GACC Member or any other class of members is delinquent in the payment of dues or other charges, their membership may be terminated by the Trustees in the manner described in Article 3 of these bylaws.

### **Article 9 – AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted at any meeting by a two-thirds majority vote of all of the Trustees. Five days written notice must be given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

## **ARTICLE 10 – CONDUCT OF MEETINGS**

All meetings of Members and Trustees will be conducted in accordance with Robert’s Rules of Order.

## **ARTICLE 11 – POLITICAL ACTIVITIES**

The Glen Allen Community Center prohibits participation or intervention in any political campaign on behalf of or against any candidate for public office. This includes the support or non-support of any particular political party. Furthermore, GACC prohibits substantial lobbying activities that could jeopardize GACC’s tax status.

**CERTIFICATE OF ADOPTION OF**

I do hereby certify that the above stated bylaws of the Glen Allen Community Center were approved by the Glen Allen Community Center Board of Trustees on April 9, 2024, and constitute a complete copy of the bylaws of the corporation.

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Jentae Scott-Mayo, Secretary

Date: April 9, 2024

## **APPENDIX 1 – AMENDMENTS TO THE BYLAWS**

### **ARTICLE 3, SECTION 9, PART B**

Swim membership shall not exceed 226 families. (Prior to 11/12/1990)

### **ARTICLE 3, SECTION 9, PART B**

Swim membership shall not exceed 300 families. (11/12/1990)

### **ARTICLE 3, SECTION 9, PART B**

Swim membership shall not exceed 400 families (Prior to 9/12/2005)

### **ARTICLE 5, SECTION 4**

The President shall appoint a Nominating Committee in July. This committee shall consist of two (2) Trustees at their August meeting. The elected officers for election by the Trustees at their August meeting. The elected officers shall assume their duties September 1 in the year of the election. (8/29/1991)

### **ARTICLE 5, SECTION 4**

The President shall appoint a Nominating Committee in July. This committee shall consist of two (2) Trustees at their August meeting. The elected officers for election by the Trustees at their August meeting. The elected officers shall assume their duties October 1 in the year of the election. (9/14/1992)

### **ARTICLE 5, SECTION 2. – CLASSES AND TERMS OF TRUSTEES**

The number of Trustees shall be eighteen (18), effective September 1990. The Trustees shall consist of three classes, each class consisting of six (6) Trustees. The initial terms of office of those Trustees elected Class I shall terminate at the next succeeding annual meeting of GACC. The initial term of office of those Trustees elected to Class II shall terminate at the second succeeding annual meeting of GACC. Upon the termination of the term of offices of any Trustees, whether or she be a member of Class I, II, or III, his or her successor shall be elected to hold offices for a period expiring at the third annual meeting succeeding such termination. (This language was replaced July 2003)

### **ARTICLE 5, SECTION 3. –**

(This section is missing from the 1996 revision of the bylaws, and from the 1992 version.)

### **ARTICLE 5, SECTION 3. – STANDING COMMITTEES**

This section was changed to incorporate into the bylaws a list of the Standing Committees. (October 2003)

### **ARTICLE 8, SECTION 2. – PAYMENT OF DUES**

All Swim Member fees are payable on or before the first day of March in each fiscal year. Any member whose dues payment is received and/or postmarked after May first (5/1) is considered delinquent and will be charged a one-hundred dollar (\$100.00) late fee. Any swim member who remains delinquent in dues or late fee payment as of the regular pool-opening day will be denied the use of GACC swim facilities, and his name may be posted (April 2004 – new language removes the amount of the late fee; this is a policy/ procedure matter)