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**BY-LAWS  
WILLOW OAKS RECREATIONAL ASSOCIATION, INC.**

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**ARTICLE I – Name**

The name of this organization shall be the Willow Oaks Recreation Association, Inc., hereinafter referred to as the WORA.

**ARTICLE II – Purpose**

The purpose of the WORA shall be:

1. To own, establish, maintain, and operate a non-profit recreational association;
2. To manage and maintain a swimming pool or pools, adjacent facilities, grounds, and park areas within the platted Willow Oaks Subdivision in Hampton, Virginia;
3. To manage and maintain any other such recreational areas and facilities as deemed provident or necessary by this association;
4. To manage and maintain islands in parkways and streets, common grounds and areas, parks, walkways, and accesses in accordance with the covenants contained in the Deed of Conveyance by Willow Oaks Development Company to WORA;
5. To establish rules and regulations regarding use of same, solely and exclusively for the purpose of pleasure and recreation of members of the corporation and their guests, and, to that end, to execute any and all other general powers granted to corporations by applicable statutes of the Commonwealth of Virginia;
6. To establish and provide for the Willow Oaks Architectural Control Committee as set forth in the protective covenants of the Willow Oaks Subdivision.

**ARTICLE III – Membership**

**Section 1:** The membership of the WORA shall be limited to 700 members.

The term “member” is defined as the head of the respective household who is responsible for payment of the designated annual membership fee as carried on the records of the WORA. The privilege of use of the facilities of the WORA shall be available to all members in good standing, their spouses, and the dependents who reside permanently in the household.

**Section 2:** A member shall be in good standing when an annual membership fee has been paid.

**Section 3:** For purposes of identification, membership shall be as follows.

- a. Class A membership shall consist of not more that 426 lot owners residing in the now platted subdivision of Willow Oaks, Hampton, Virginia. Class A membership cannot be sold, only transferred in conjunction with the sale of a lot.

- b. Class B membership shall consist of non-resident heads of household who are responsible for payment of the annual pool membership fee. Class B membership entitles the holder, their spouse, and dependents who reside permanently in the household, with the use of the WORA pool, to attend WORA-sponsored events, as well as WORA meetings. The cost of a Class B membership will be determined by the Board of Directors of the WORA. Class B members are not entitled to voting rights or allowed to serve on the Board of Directors.
- c. Class C membership shall consist of persons residing in the platted subdivision of Willow Oaks who are tenants of Willow Oaks lot owners.

- Section 4:**
- a. The annual fees shall be determined by the Board of Directors and shall be payable on or before April 30 of each year. If an annual membership fee has not been paid, the member is in arrears, not considered in good standing, and shall not be eligible to vote, buy tickets to social events, or qualify for the use of facilities until such a fee has been paid.
  - b. Class A and Class C members may elect to pay a minimum annual fee, as determined by the Board of Directors, in order to retain their membership in good standing. The minimum annual membership fee is the amount which has been calculated to pay expenses without the cost of operation of any recreational facilities.

## **ARTICLE IV – Election and Removal of Officers**

**Section 1:** Nominations for the Board of Directors.

- a. Any Class A member in good standing may be nominated to be a candidate.
- b. Names of candidates should be provided to the Membership Chairman no later than July 31 each year, in order that they can be published.
- c. Self-nomination and nominations from the floor at the annual meeting are permitted.
- d. Successive terms are permitted.

**Section 2:** The officers of the WORA shall consist of a Board of Directors of seven members who are in good standing with the WORA. They shall be elected to two (2) year terms by the membership at the annual meeting held in October. Their terms shall be staggered - four (4) members shall be elected in odd numbered years, and three (3) shall be elected in even numbered years.

**Section 3:** The Board of Directors shall elect annually among themselves the following officers:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Membership Chairman
- f. Architectural Control Committee Chairman
- g. Director of Grounds

All officers shall assume their duties as of January 1 of each year.

**Section 4:** If a vacancy occurs, the Board of Directors shall appoint a replacement who shall hold that office until the next annual or special meeting of the WORA when an election shall be held for the unexpired term.

**Section 5:** Any Board of Directors member may be removed by a majority vote of the other members of the WORA Board of Directors, or by majority vote of the members at either the annual or special meetings, when it is determined that the members activities are not in the best interest of the community.

## **ARTICLE V – Duties of Officers**

- Section 1:** The Board of Directors shall manage the business and the property of the WORA. It shall conduct all affairs of the WORA, to include the adoption of rules, regulations, annual membership fees and budgets for operation, maintenance and use of WORA facilities. The Board of Directors may authorize paid employees of contractors for specific tasks or employment. The Board of Directors may authorize the use of facilities by employees and their families. The Board of Directors shall not authorize nor permit any action which would obligate the physical facilities of the WORA as collateral.
- Section 2:** The President shall preside at all meetings and shall have general supervision of the WORA. The President shall appoint all members of standing and special committees. The President shall be bonded at the discretion of the Board of Directors. The President shall be an ex officio member of all committees.
- Section 3:** The Vice President shall:
- a. Assume the duties of the President in the President's absence.
  - b. Be responsible for the management and operation of the WORA facilities.
  - c. Subject to the approval of the Board of Directors, hire any personnel and/or contractors required for the operation of the facilities.
  - d. Insure that all facilities are functioning and are in compliance with City, State, and Federal regulations.
- Section 4:** The Secretary shall:
- a. Issue all notices of meetings and keep minutes of such meetings.
  - b. Attest by signature and impress with the corporate seal all written contracts and documents as required by the Board of Directors.
  - c. Maintain a file of all official documents pertinent to the WORA.
  - d. Publish a newsletter at least quarterly.
- Section 5:** The Treasurer shall:
- a. Be the custodian of the WORA funds.
  - b. Be responsible for maintaining current financial records of the WORA.
  - c. Be responsible for presenting an oral financial report to the Board of Directors and to the general membership meeting and an annual written report.
  - d. Be bonded at the discretion of the Board of Directors.
  - e. Prepare an annual budget and submit it to the Board of Directors for approval.
- Section 6:** The Membership Chairman shall be responsible for:
- a. Maintenance of membership records of the WORA.
  - b. Processing all membership fees.
  - c. Notification of annual membership fees.
  - d. Review and recommendation of changes to the By Laws to the Board of Directors.
- Section 7:** The Architectural Control Committee shall be responsible for making architectural control decisions authorized by Protective Covenants in accordance with the Deed of Trust. Members of the Architectural Control Committee must be Class A members in good standing and reside in Willow Oaks during their tenure on the ACC. The Committee will consist of no less than three or more than five members.
- Section 8:** The Directors of Grounds, with the approval of the Board of Directors, shall hire personnel and/or contractors as required to maintain the common grounds within the now platted Willow Oaks subdivision and supervise their activities.

## **ARTICLE VI – Meetings**

- Section 1:** The Annual Membership Meeting of the WORA shall be held in the month of October.
- Section 2:** Special Membership or Board Meetings can be called by the President, by a majority of the Board of Directors, or upon a written request to the President by ten members of WORA. The purpose of the meeting shall be stated in the written request.
- Section 3:** Ten (10) percent of the members in good standing of the WORA shall constitute a quorum for the transaction of business at any Annual Membership or Special Meeting.
- Section 4:** The members for the Board of Directors shall hold their regular meetings at least monthly. Special meetings of the Board of Directors may be held as requested by at least five (5) Directors.
- Section 5:** At Annual Membership or Special Meetings of the WORA, members who are in good standing shall be entitled to cast one vote per membership.
- Section 6:** Proxies of members in good standing shall not be accepted.

## **ARTICLE VII – Fiscal Policies and Procedures**

- Section 1:** The funds of the WORA shall be deposited in such banks or other institutions as the Board of Directors shall designate.
- Section 2:** Payments shall only be made by checks written for the WORA and signed by the Officer or Officers designated by the Board of Directors. Expenditures for capital improvements in excess of five thousand dollars (\$5,000.00) shall require a majority vote of the members in good standing present at a WORA annual or special meeting. No debt for capital improvements may be incurred without the approval of the general membership.
- Section 3:** A review of the funds of the WORA shall be made at least annually and upon change of Treasurers by a disinterested party or parties designated by the Board of Directors.
- Section 4:** The Board of Directors shall determine the annual membership fees.
- Section 5:** The Board of Directors shall approve the annual budget and membership fees. These will be reported to the membership.
- Section 6:** Any member who resigns from the WORA shall not be entitled to any return of annual membership fees previously paid.

## **ARTICLE VIII – Amendments**

These By-Laws may be amended by two thirds (2/3) of the members in good standing present at the regular or special meetings of the WORA, provided that the amendment has been submitted in writing to the Board of Directors and circulated to the members thirty (30) days in advance of the meeting.

## **ARTICLE IX – Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the meetings of the WORA in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and the Articles of Incorporation.