

BYLAWS OF THE WEST HILLANDALE SWIM CLUB, INC
Adopted December 4, 2008

ARTICLE I - NAME

The name of the Corporation shall be West Hillandale Swim Club, Inc.

ARTICLE II - PURPOSES

The purposes of the Corporation as stated in its Article of Incorporation are:

The construction, operation, and maintenance of a swimming pool or pools and other recreational facilities for the promotion of the health, welfare, and pleasure of the members of the Corporation and their guests; and the activities of business to be conducted are as follows:

1. To construct and erect, lease, or otherwise acquire and maintain a swimming pool or pools and suitable structures and other facilities and to provide equipment and apparatus for the same and to do all things necessary or convenient in connection with the swimming pool or pools and the recreational facilities.

2. To purchase, take, own, hold, deal in, mortgage, or otherwise lien and to lease, sell, exchange, convey, transfer, or in any manner whatever dispose of real property with or without the State of Maryland; to enter into, make, or perform a contract or contracts of any kind for any lawful purpose without limit as to amount with any person, firm, association, or corporation, town, city, state, territory, or government; to draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

3. To have one or more offices and to conduct any or all of its operation and business and to promote its objects within the State of Maryland without restriction as to place, or amount; to carry on any other business in connection therewith; to do any or all of this herein set forth as principal, agent, contractor, trustee, or otherwise, alone or in company with others.

4. The objects specified herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of the Articles of Incorporation or Bylaws.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on the Corporation by laws of the State of Maryland.

ARTICLE 111- MEMBERSHIP

Section 1. Membership in the Corporation shall be limited to 350 Active (dues paying) Memberships. Each Active Membership shall have one vote per membership class (*i.e.*, one vote per family membership, one vote per couple membership, and one vote for per single membership) at all membership meetings. Inactive Members shall be those Active Members who have allowed the active membership status to lapse through non-payment of Annual Dues in any season. Inactive Members shall have no votes in the affairs of the Corporation.

An Active membership shall be one of the following categories: Family, Couple, or Single.

1. **Family:** A family unit is defined as one or two adults and all children, other immediate relative and child caretakers (*i.e.*, au pair or nanny) living in the same household under the same roof.

2. **Couple:** A couple is defined as a two-person household (*i.e.*, two adults living in the same household or a single parent with one child).

3. **Single:** A single is defined as anyone eighteen years or older.

4. **Annual:** A family, couple or single membership which is purchased for a single season. Members in this category pay no initiation fee, have no voting rights and may retain this status for one season. In it discretion, a two-thirds majority of the Board of Directors may allow a percentage of the annual payment to be credited toward the payment of the initiation fee.

The Board, in its sole discretion, may create other membership categories that it deems necessary to provide adequate funding for the operation, maintenance of the swimming pool and grounds.

Section 2. Application for membership may be accepted only from areas designated by the Board of Directors.

Section 3. All new members shall pay an Initiation Fee, and the amount of the Initiation Fee may be fixed by the Board of Directors for each category of membership: Family, Couple, Single or Annual. If the Board sets differing Initiation Fees for the different membership categories, members shall be obliged to increase their Initiation Fee payment as their category of membership increases, *e.g.*, from Single to Couple, Single to Family, Couple to Family, *etc.* The Initiation Fee shall not be refundable for any reason, nor shall the Corporation refund any portion of the Initiation Fee because of change in membership category. Members become Active Members of the Corporation upon payment of their Annual Dues of amounts to be fixed by membership category by the Board of Directors each season. Active Members become Inactive Members upon non-payment of Annual Dues for any season (see Article III, Section 1 above). Inactive Members may reinstate their active status upon payment of a reactivation fee established

annually by the Board of Directors plus their Annual Dues for the season they wish to once again become Active Members. The reactivation fee may not be more than the Initiation Fee, nor less than any assessment levied by the Board during the year a Member is inactive.

Section 4. Proof of membership shall be the member's canceled check or receipt issued for cash payment of initiation fees and dues. The method to be used to prove annual membership status will be determined by the Board of Directors prior to each season.

Section 5. Active members of the Corporation as defined in Article III, Sections 1 and 3 above, shall be entitled to use the swimming pool and other facilities subject to such Rules and Regulations as the Board of Directors may from time to time adopt. The use of the pool and other facilities by guests of members shall be subject to such Rules and fees as the Board of Directors may adopt. Active and inactive members of the pool have a responsibility to support the pool through active participation in a variety of ways, including but not limited to serving on the several standing committees, participating in clean up days and other activities, and generally supporting those endeavors that the Board and/or the membership determines is in the best interest of the Corporation.

Section 6. Repealed, December 4, 2008.

Section 7. Repealed, December 4, 2008.

Section 8. Any Active Member, as defined in Article III, Sections 1 and 3 above, may for cause and after opportunity for a hearing, be suspended from the use of the facilities of the Corporation by a two-thirds vote of the Directors present at a meeting of the Board of Directors, or permanently expelled from membership in the Corporation by a three-fourths vote of the entire Board of Directors. Causes for suspending or expelling active members as defined in Article III, Sections 1 and 3 above, shall be, but are not limited to: consistent violation of these Bylaws, the Articles of Incorporation, and for any other conduct which threatens, impairs or endangers the life, health, safety, person or morals of the members of the Corporation, as defined by the Pool Rules and Regulations established by the Board of Directors. During the period of suspension, all voting and other rights of active membership shall also be suspended.

Section 9. In the event of the closing of the West Hillandale Swim Club, Inc., any net proceeds shall be distributed solely to Active Members who are designated as such as of the date of the Swim Club's closing. All such Active Members shall receive a *pro-rata* share of such proceeds. No individual who was not an Active Member for the most recent swimming season shall be entitled to a distribution in the event of the Corporation's dissolution.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by as Board of Directors consisting of at least seven, members and no more than eleven, members.

Section 2. One-half (rounded up for an odd number, if necessary) of the members of the Board of Directors shall be elected at the annual meeting of the membership of the Corporation. All Board Members shall serve for a term of two years and shall serve in their offices until their successors have been duly elected and installed.

Section 3. The Board of Directors:

A. Shall transact all business of the Corporation and make and amend rules for the regulation of the use of Corporation property and facilities. The Board may appoint and remove managers, clerks, agents, servants, or employees as it may deem necessary and fix their duties and compensation.

B. Shall, in its sole discretion, admit or reject applicants to membership.

C. Shall designate the banks or banks in which funds of this association shall be deposited.

D. May enter into contracts for the purchase of the necessary land for the construction of a swimming pool or pools and other related facilities of the Corporation; may enter necessary contracts or the construction of a swimming pool or pools and related facilities; may pledge the Corporation's credit in furtherance of the purchase of the original land and construction of the original facilities; and may enter into contracts for the sale or lease of all or any portion of real property owned by the Corporation, if approved by a two-thirds majority vote of the members present and eligible to vote at any annual or special meeting of the membership.

E. Shall make disbursement of the Corporation's funds limited by the provisions of Article VII. The expenditures and disbursements contained in the annual budget contemplated by Article VII shall be made at the discretion of the Board of directors.

F. Shall also have the power and authority to authorize and contract for, pay for, and/or pledge the corporation's credit and to encumber the Corporation's property for the purpose of acquiring additional land for the Corporation, adding to the capital facilities, and for making emergency repairs and improvements to existing facilities. The power and authority of the Board to make any expenditure under this subsection of the Bylaws shall be limited to \$50,000_for anyone purchase of land, additional facilities, or making improvements or emergency repairs. The \$50,000 limitation includes the actual cash expenditure plus deferred payment. Any expenditure in excess of \$50,000 shall require the approval of the majority of the membership present at a regular or special meeting of the Corporation.

G. Shall have the power to set the initiation fees and the annual dues of the members of the Corporation and shall collect and deposit the initiation fees and the annual dues. The Directors shall have the power to disburse and/ or pay any item or items in the current annual budget of the Corporation as provided for in Article VII hereafter.

Section 4. The regular meeting of the board shall be held monthly from January through November of each year. The time and place of the meeting shall be designated by the President and notices of such meetings will be given to each Director.

Section 5. Special meetings of the Board may be called at any time by the President or by not fewer than five (5) Directors. Notice of such special meeting stating the purpose thereof shall be given to all Directors in writing at least three (3) days prior to the date of the meeting.

Section 6. Any member of the board may be removed from office by a vote of a majority of the members of the board or by two-thirds of the voting members of the Corporation present in person at either an annual or special meeting called in accordance with these Bylaws.

Section 7. Any member of the Board who misses three regular meetings of the Board of Directors in succession may be removed as a Director of the Corporation by a two-thirds vote of the Board of Directors. Vacancies in the Board of Directors shall be filled by appointment by a vote of the majority of the remaining Directors and such appointee shall serve until the end of the vacated term.

Section 8. Non-liability. The services rendered by the Directors and Officers of the West Hillandale Swim Club, Inc. are rendered solely as a public service in the public interest with the stipulation that no legal responsibility attaches thereto.

Furthermore, the Directors and Officers shall be indemnified by the Corporation from any liability that may result from any act performed by any or all of them within the scope of the authority conferred by the Bylaws and Constitution.

The Directors and Officers shall not be liable to the Corporation as a result of any act, omission or error in judgment which was taken, omitted or made by any or all of them in the exercise of their judgment in good faith and which does not constitute willful misconduct or gross negligence.

ARTICLE V – OFFICERS

Section 1. The Officers of the corporation shall be President (who shall also serve as Chairperson of the Board of Directors), a Vice President (who shall also serve as Vice Chairperson of the Board of Directors), a Secretary, and a Treasurer. All Officers shall be elected from members of the Board of Directors. These Officers shall be elected at the first regular meeting of the Board of Directors next succeeding the regular annual meeting of the membership of the Corporation and they shall serve for one year or until their successors are duly elected and installed.

Section 2. The President shall preside at all meetings of the Board of Directors and of the Corporation at which he/she is present. He/She shall have general charge and supervision of the business of the Corporation and may sign and execute in the name of the Corporation all

contracts and instruments as approved by the Board of Directors except as otherwise provided by Statute, by the Charter, by the Bylaws, or by Resolution of the Board of Directors and except in cases where the signing and execution of such contracts or instruments shall have been expressly delegated to some other Officer or agent of the Corporation.

Section 3. The Vice President shall at the request of the President or in his/her absence or inability to act, perform the duties and exercise the functions of the President and when so acting shall have the powers of the President. The Vice President shall have such other powers and perform such other duties as the Board of Directors, may, from time to time, assign to him/her.

Section 4. The Secretary shall be responsible for the custody of the Records of the Corporation, the keeping of the minutes of the Corporation, and of the Board of Directors, the preparation of and the mailing of notices to members. He/She shall have custody of the Corporate Seal of the Corporation and see to it that the Seal is affixed to all documents, the execution of which on behalf of the Corporation and under its Seal is duly authorized and when so affixed he/ she may attest the same. He/She shall in general perform all duties incident to the office of the secretary of a corporation and such other duties as may from time to time be assigned to him/her by the Board of Directors or by the President.

Section 5. The Treasurer shall have charge and be responsible for all funds, securities, receipts and disbursements of the Corporation. He/She shall receive such membership fees, dues, deficit assessments, and special assessments, as may from time to time be enforced and shall furnish the Secretary with a list of paid up and delinquent members. He/She shall deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in bank, trust company, or other depository or depositories as shall from time to time be selected by the Board of Directors. He/She shall keep clear and adequate records of the financial transactions of the Corporation and shall, whenever requested, furnish to the President or the Board of Directors an account of the financial condition of the Corporation and shall submit an annual financial report at the regular annual meeting of the Corporation. He/She shall in general perform all duties incident to the office of treasurer of a corporation and such other duties as may from time to time be assigned to him/her by the Board of Directors or by the President. The faithful performance of the Treasurer shall be secured by means of an adequate fidelity bond.

Section 6. In the case of the absence or inability to act of any Officer of the Corporation, the Board of Directors may delegate the powers and duties of such Officer to any other Officer or member of the Corporation it may select. Vacancies in any office arising from any cause may be filled by the Directors at any regular or special meeting of the Board.

Section 7. The officers of the Corporation shall hold office until their successors are duly elected and installed. Any officer elected and appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the whole Board of Directors.

ARTICLE VI - MEMBERSHIP MEETINGS

Section 1. The annual meeting of the membership shall be held in December each year and at such time or place as the Board of Directors shall designate.

Section 2. A special meeting of the members may be called by the President at any time, or upon written request of not fewer than 10% of the active membership. The written request must state the purpose of the meeting.

Section 3. At least seven (7) days before the date of any annual or special meeting of the membership, the Secretary shall cause written notice thereto to be delivered, mailed or emailed, or any combination of these means, to each member at the address or email address appearing for each active member on the records of the Corporation. In case of a special meeting the notice must state the purpose of the meeting.

Section 4. At an annual or special meeting of the membership, a majority vote of the actual active members present shall be binding for Corporate business.

Section 5. Only Active Members shall be eligible to vote at the annual membership meeting or any special membership meeting. Annual members may attend any such meeting but are not eligible to vote.

ARTICLE VII - FISCAL AFFAIRS

Section 1. An annual budget setting forth anticipated revenue and proposed expenditures for the fiscal year shall be prepared by the Finance Committee and presented to the Board of Directors for approval not later than the 31st day of October each year. The fiscal year shall run from October 1st through September 30th of the year following.

Section 2. The annual budget, as approved by the Board of Directors, shall be mailed to the membership not later than seven days prior to the annual meeting. The budget as approved by the Board of Directors shall be submitted to the membership for adoption at said annual meeting.

Section 3. Subject to Article IV, Section 3(F), any expenditure or disbursement not contemplated by the annual budget in excess of \$50,000 shall require the approval of the membership of the Corporation at an annual or special meeting. The Board of directors shall have the power to approve any expenditure of \$50,000 or less not contemplated by the annual budget.

Section 4. The annual dues of the members of the Corporation shall be fixed by the Board of Directors and collected by the Corporation in the manner and on the date determined by the Board.

Section 5. The Board of Directors may impose special assessments of no more than \$200 per season for each Active Member. Assessments in excess of that amount must be approved by a majority vote of the members present and eligible to vote at any special or annual membership meeting.

Section 6. An accounting shall be conducted at the close of each fiscal year. The report of accounting shall be presented to the membership at the first general meeting after same had been received by the Board of Directors, and shall be available for inspection by the members as provided in Article IX, Section 1.

ARTICLE VIII - STANDING COMMITTEES

Section 1. Standing committees with the following duties may be appointed by the President to submit appropriate plans and recommendations to the Board of Directors and to carry out and administer the decisions of the Board. From time to time as appropriate, other committees may also be established. The membership in each committee will expire at the annual meeting of the members of the Corporation.

A. Membership Committee. The membership shall maintain all records of active and inactive members for the purpose of determining membership status and eligibility, and shall from time to time report this information to the Board of Directors.

B. Pool and Grounds Committee. The Pool and Grounds Committees shall oversee the maintenance of the swimming pool, buildings, equipment and grounds of the Corporation, and shall make recommendations to the Board of Directors for repair, refurbishment and/ or additions to the same.

C. Finance Committee. The Finance Committee shall prepare the annual budget for submission to and approval by the Board of Directors and make recommendation with reference to financial matters of the Corporation.

D. Social Committee. The Social Committee shall prepare, plan and supervise entertainment and social activities and other planned recreational activities.

E. Swim Team Committee. The Swim Team Committee shall prepare the necessary documents to permit the Corporation's swim team to compete in meets against other swim teams at the pool and at other sites, shall arrange for and sponsor swim meets and other related recreational activities at the pool, and shall make recommendations to the Board of Directors for the purchase of supplies and equipment related to these activities. To the extent feasible, the swim team shall be self-funded through swim team dues, concession sales, and other fund raising activities. Monies raised by the swim team and not needed for its operation shall be remitted to the Corporation for use in operating and maintaining the pool. Any funds raised by the swim team in excess of \$5,000 shall automatically revert to the use of the Corporation for those purposes, unless encumbered for a specific purpose approved by the Board.

Section 2. The President at the recommendation of the Board of Directors shall appoint such other standing and temporary committees as shall be deemed necessary or expedient to further the purposes of the Corporation.

Section 3. The chairman of each committee shall be an adult member of the Corporation. The other members of each committee are not necessarily limited to adult members of the Corporation.

ARTICLE IX - CORPORATE BOOKS AND RECORDS

Section 1. Corporate books and records shall be open to inspection by members at all reasonable times and such inspection shall take place at the customary place of keeping books and records.

Section 2. The Corporate Seal of the Corporation will be in the form of a circular seal with the inscription "WEST HILLANDALE SWIM CLUB, INC." bearing the year 1961, and the words, "Corporate Seal- Maryland."

ARTICLE X - RULES OF PROCEDURE

Section 1. Unless otherwise provided by law, by Article of Incorporation, or by these Bylaws, the rule governing meetings of members of the Corporation and of the Board of Directors shall be those of Roberts Rules of Order as amended.

ARTICLE XI - AMENDMENT OF BYLAWS

Section 1. Amendments to the Bylaws may be proposed at the regular meetings of the Board of Directors. The proposed amendment must be submitted to the Board of Directors in writing.

Section 2. All amendments must be proposed to the Board of Directors no later than the October meeting. The proposed amendments shall be mailed to the membership with the annual budget. Proposed amendments shall be voted upon at the annual meeting in person by Active Members of the Corporation only. A majority affirmative vote of the ballots cast shall be necessary for the adoption of amendments.