

BY-LAWS

OF

SOUTH CARROLL SWIM CLUB, INC.

(Revised, Rewritten and Approved April 2007)

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ARTICLE I - Office

SECTION 1. Principal Office. The principal office of the Corporation shall be in Carroll County, Maryland.

SECTION 2. Other Offices. The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require the Board of Directors may from time to time appoint.

ARTICLE II - Members

SECTION 1. General Membership Meetings. The general membership meetings of the members of the Corporation shall be held on a day duly designated by the Board of Directors in the Fall and Spring for the transaction of such corporate business as may come before the meeting, as well as:

- A. The Fall Meeting shall be for the purpose of electing those Directors whose terms are due to expire in accordance with Article III, Section 2, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it.
- B. The first quarter meeting shall be for the purpose of approving the operating budget, presenting Committee reports and such other business as may be indicated in the notice or brought before it.

SECTION 2. Special Meetings. Special meetings of the members may be called at any time for any purpose or purposes by the President, by the Vice President, or by a majority of the Board of Directors, and shall be called forthwith by the President, by the Vice President, the Secretary or any director of the Corporation upon the request in writing of ten percent (10%) of members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting. Notice of special meetings shall be given at least five (5) days prior thereto; however, the meeting must be held within 30 days of request.

SECTION 3. Place of Holding Meetings. All meetings of members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board of Directors.

SECTION 4. Notice of Meetings. Written notice of each meeting of the members shall be e-mailed, when appropriate, or mailed, postage prepaid by the Secretary, to each member of record entitled to vote thereat at the address, as it appears upon books of the Corporation, at least fifteen (15) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5. Quorum. The presence in person or by proxy of five percent (5%) of the members of the corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a

quorum shall be in attendance at the time for which the meeting shall have been called, the only business that can be conducted is an adjournment.

SECTION 6. Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation or, if he is not present, by the Vice President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the corporation, or if he is not present, any Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the president officer may appoint a person to act as Secretary of the meeting.

SECTION 7. Voting. At all meetings of members each membership certificate entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such members or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws

If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of the percent (10%) or more of all of the members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the chairman of said meeting.

Election of Board members shall be by secret ballot. Voting on issues shall be by show of hands, voice or secret ballot at the discretion of the officiating officer.

SECTION 8. Identity of Members. The members of the Corporation shall be composed of those members who shall have been appointed as such by a majority of the entire Board of Directors; and shall retain their status as members so long as they pay any and all annual dues imposed by the Corporation upon its members when due, and

- A. One membership shall be issued to each family unit upon payment of the membership fee pursuant to Article V, Section 2, hereof and signing of a notice indicating receipt of and agreement to abide by the By-Laws and Rules of the South Carroll Swim Club then and there in effect and as amended from time to time. Such membership shall entitle the family to utilize the Club's facilities upon payment of their annual dues and submission of a board-approved form of identification.
- B. A family unit is defined as the holder of a membership certificate, his spouse, and/or domestic partner, any dependent children, including such step-children, foster children and other children as depend upon the holder for support and live with the holder in a regular parent-child relationship.
- C. Individual membership will be issued a membership card and one (1) season guest pass to persons desirous of membership privileges without family, upon payment of the required membership fee.
- D. Application from local clubs and organizations for the rental of the Club's facilities shall be reviewed for acceptance by the Board of Directors. If approved, such groups shall be subject to the Rules and Regulations governing the use of the grounds and facilities.

- E. No membership shall be denied because of race, creed or color.
- F. The Board of Directors shall vote upon the admission to the Club of each application recommended by the Membership Committee at their first meeting after such recommendation, and shall confer membership upon those applicants who shall be approved by a simple majority vote of the Board membership. The vote of the Board shall be by secret ballot.

SECTION 9. Other Member Provisions.

- A. Any member may withdraw at any time subject to the provisions of Article V. If a member resigns and his membership certificate is purchased by a new member, refund of current dues may be prorated at the discretion of the Board of Directors, provided there is no financial loss to the Club.
- B. Any Member may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three months by a simple majority of the members of the Board of Directors present at any meeting thereof, or may be expelled by a two-thirds (2/3) vote of the membership of the Board, Cause for expulsion shall consist of a material violation of these by-laws or the Rules of the Club, to which each member agrees upon application for membership and payment of dues.
- C. All Active Members shall be accorded the facilities of the Club subject to the rules and regulations which shall be issued and posted at the Club facility.
- D. The Board of Directors at its discretion may extend the privileges of the Club to any family unit - not to exceed eighty (80) units - without prior approval of the General Membership.
- E. The Board of Directors shall by rule, fix the terms and conditions upon which guest of Members may use the facilities of the Club. Proposed changes to the guest policy shall be treated as a by-law change and voted upon by the general membership. Fees will be reviewed annually by the Board. Special cases, (e.g. exchange students, nannies.) shall be handled by the Board of Directors. Proposed changes to the guest policy must be presented at the Fall meetings, and voted on as a by-law change at the first quarter meeting.
- F. The number of memberships of the Club shall not exceed 600.

ARTICLE III - Board of Directors

SECTION 1. Powers.

- A. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation, except that:
 - 1. No single capital expenditures shall be made by the Board of Directors in excess of \$7,000.00 in any year unless approved by a vote of a majority of Members present in person or by proxy at the General Membership Meeting or any special meeting called for that purpose.

2. The Board of Directors shall not obligate the Club in any way for a period of more than three years without the approval of the majority of the Active Members present in person or by proxy at the General Membership Meeting or at any special meeting called for that purpose.
3. No member of the Board of Directors shall render service to, represent or undertake to act for any other organization, whether for compensation or not, in such relationship with the other organization conflicts with the interest of the Club or there is reasonable likelihood that his judgment or actions in performing his duties to the Club may be influenced by such relationship.

B. Specific Powers. The Board of Directors shall also:

1. Make, amend, and provide for the enforcement of rules for the regulation of the use of the Club property.
2. Approve Members.
3. Fix, impose and remit penalties for violations of these by-laws and rules of the Club.
4. Appoint and remove such clerks, agents, servants or employee as it may deem necessary and fix their duties and compensations.
5. By majority vote of the remaining members of the Board, file any vacancy in the membership of the Board of Directors to serve the remaining term of office of any Director who ceases to be a member of the Board of Directors.
6. Propose by-laws changes to the General Membership.
7. The Board of Directors shall designate the bank or banks in which the funds of the Club shall be deposited and shall determine the manner in which checks, drafts and other instruments of the payment of funds of the Club shall be executed. The Treasurer or the President shall sign all checks, drafts or other instruments of the payment of money drawn in the name of the Club. All persons authorized to sign checks of the Club shall be bonded in at least the amount of annual income, which the Board expects to receive in the Club's then current fiscal year.
8. The Board of Directors shall cause the books of the Club to be audited annually by auditors selected by a majority vote of Directors, who shall neither be Directors nor Officers of the Club and the report of the auditors shall be available to the Members at all times. The audit will be made on a fiscal year basis and will be made available to the Active Members at the Fall General Membership Meeting.

SECTION 2. Numbers and Term of Office. The number of directors shall be thirteen (13) or such other number, but not less than five (5), as may be designated from time to time by resolution of a majority of the entire Board of Directors. Directors need to be active members. The directors shall serve for a period of three (3) years. At the last year of service for each Director, the successor directors shall be elected to hold office for the next term of three (3) years.

The Board of Directors positions may include these positions: President, Vice-President,

Secretary, Treasurer, Director of Club Activities, (2) Directors of Pool and Grounds, Director of Membership, Director of Contracts Administration, Director of Technology, Director of Facilities Planning and two (2) at large Directors; positions of the at large Directors shall be determined by the Board of Directors each year. Each member of the Board shall be elected for a three (3) year term. The election of these Board members should be scheduled as five (year 1), four (year 2) and four (year 3).

SECTION 3. Nomination and Election of Directors. A nominating committee consisting of the directors not subject to election during that year shall select a list of candidates whose names shall be presented to the membership at least 15 days prior to the Fall General Membership Meeting.

Additional nominations may be made from the floor at the Fall General Membership Meeting. All candidates shall signify in writing their willingness to serve as a Director, if elected.

SECTION 4. Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director.

Any member of the Board of Directors who shall, without good cause, be absent from three meetings in a twelve month period, shall cease to be a member of the Board of Directors.

Any member of the Board of Directors may be removed from office by a majority vote of the membership present in person or represented by proxy at either a General Membership Meeting or a Special meeting called for that purpose in accordance with these by-laws.

SECTION 5. Place of Meeting. The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

SECTION 6. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be to each director at least three (3) days before the first meeting held pursuant thereto. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board,

SECTION 7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing or e-mailing the same at least three (3) days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted.

SECTION 8. Quorum. A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from

time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

SECTION 9. Required Vote. An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

SECTION 10. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board, and, by resolution of the Board of Directors, a fixed sum may also be allowed for attendance at each regular or special meeting of the Board and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum, Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 11. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

The standing committees shall be: Pool and Grounds, Activities, Finance, Swim Team and Personnel.

- A. The Pool and Grounds Committee shall be chaired by the Pool and Ground Director and shall exercise supervision over the pool and grounds; shall attend to the maintenance of the pool, buildings, operating equipment and grounds; and see that the rules of the Club are enforced.
- B. The Activities Committee shall be chaired by the Director of Club Activities and shall be responsible for the operation and scheduling of the activities held on the pool grounds. They shall clear, set-up and maintain a schedule of all activities of the Club and concerning the Club; plan, supervise and operate affairs and special events of the Club subject to the approval of the Board of Directors
- C. The Finance Committee shall be chaired by the Treasurer and shall prepare the annual budget for submission to and approval by the Board of Directors and by a vote of a majority of the members present in person or by proxy at the annual meeting. The Finance Committee shall also exercise general supervision over the financial transactions of the Club.
- D. The Swim Team Committee shall be responsible to the Director of Club Activities and shall provide for the organization of the swim team, establish the qualification of the coaches and conduct the general business of the swim team, and provide the Finance Committee with an estimate of annual expenses and income. The Swim Team Chairperson shall be required to attend Board meetings as requested by the Board of Directors.
- E. The Personnel Committee shall be appointed by the Board of Directors and chaired by the Director of Pool and Grounds. Vice President shall be a member of the committee.

The committee shall prepare recommendations for the pool staffing including duties and compensation for approval by the Board as defined in Article III. Recommendations for the staff compensation shall be made prior to the formation of the operating budget. During the season, the committee shall act as liaison between staff, membership and Board of Directors.

ARTICLE IV - Officers

SECTION 1. Election, Tenure and Compensation. The officers of the Club shall be Directors. The officers of the Corporation shall be a President, Vice-President, a Secretary, a Treasurer, a Director of Pool and Grounds, a Director for Club Activities, and a Director of Membership, and also such other officers including one or more Vice Presidents and/or one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the members except where a longer term is expressly provided in an employment contract duly authorized and approved by the Board of Directors. Any two or more of the above officers, except those of President and Vice President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more officers. The compensation of salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

In the event that any office, other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

SECTION 2. Powers and Duties of the Chairman of the Board. The President shall act as Chairman of the Board and shall preside at all meetings of the Board of Directors. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and he shall be ex-officio a member of all standing committees

SECTION 3. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. He shall preside at all meetings of the members.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all the standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

SECTION 4. Powers and Duties of the Vice President. The Board of Directors shall elect a Vice president. The Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. He shall be ex-officio, a member of all committees. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice President, and the taking of any action by the Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

The Vice President shall also be charged with procuring and maintaining in force such insurance as may be deemed necessary by the Board of Directors. He shall be responsible for maintaining good public relations with local communities, organizations, and businesses. He shall act as liaison between the Club and said bodies.

SECTION 5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the members and of the directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

SECTION 6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in a timely fashion not to exceed two (2) weeks in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation, as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

SECTION 7. Assistant Secretary. The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by

any such Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

SECTION 8. Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

SECTION 9. The Director for Pool and Grounds. The Director for Pool and Grounds shall, under the direction of the President, attend to the operation and maintenance of the physical plant and properties of the Club. He shall also serve as chairperson of the Personnel Committee and provide direction of the Swim Club staff.

SECTION 10. Assistant Director for Pool and Grounds. The Board of Directors may appoint an Assistant Director for Pool and Grounds to act in the absence or disability of the Director and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President.

SECTION 11. The Director for Club Activities. The Director for Club Activities, in the absence or disability of the President and Vice-President, shall act for the President. He shall, under the direction of the President, supervise and act as liaison for the activities and swim team committees. He shall organize the swim lesson program and prepare the annual calendar of events for publication.

SECTION 12. The Director of Membership. The Director of Membership shall maintain the waiting list, direct the admission process for new members, including the issuance of membership certificates, and direct the resignation of existing members, including the redemption of existing membership certificates. He is also responsible for taking necessary action to insure that the club membership is maintained at the proper level.

SECTION 13. The Director of Contracts Administration. The Director of Contracts Administration shall manage all contracts that are required by the club. These can include trash removal, pool management, lawn care and landscaping, utilities, catering and building usage, plus any others that may be required. He shall obtain bids and make recommendations to the Board for approval of all contracts. He shall review all contracts to insure that the Club obtains the most favorable and fair terms.

SECTION 14. The Director of Technology. The Director of Technology shall maintain all Club Computer systems including a web page. He shall work with the Membership Director to maintain current membership information and wait list details. He will prepare and maintain the operating manual for the computer systems. He shall work with the Treasurer and Director of Contracts Administration to insure the computer system is used correctly by the pool operating personnel.

SECTION 15. The Director of Facilities Planning. The Director of Facilities Planning shall attend to the planning and construction of all improvements to the facilities and grounds. He shall serve as chairman of the Expansion Committee or the Building Committee, when either committee has been formed by the Board of Directors. He shall prepare and maintain all budgets

associated with buildings or grounds expansions or improvements. He shall oversee all construction and insure that all plans and drawings are kept current and in the Club's file. He shall create a 5 year plan for improvements and expansions to the Club. He shall be involved with the preparation of yearly budgets.

ARTICLE V - Dues, Fees and Membership Certificates

SECTION 1. Dues or Annual Membership Fees.

- A. Dues (also know as "annual membership fee") shall provide for the necessary operating expenses and other expenditures contained in the budget for the ensuing year.
- B. The Board of Directors shall establish the dues based on a budget adopted by the membership.
- C. No dues or part thereof shall be refunded in the event that pool operations are suspended for any period.
- D. Any member failing to pay his dues by April 1st of the current year shall be considered delinquent, subject to cancellation of membership and sale of membership bond by the Board of Directors, and assessed a penalty of 10% of the original delinquent amount, monthly. The Directors, at their discretion, may reinstate any Member upon request and repayment of all dues, penalties and other indebtedness to the Club.
- E. New members who are issued membership certificates after the dues notices have been issued to existing members may have their dues prorated at the discretion of the Board of Directors, provided there is no financial loss to the Club.

SECTION 2. Membership Certificates. For the purpose of providing sufficient funds to purchase land and build the facilities of the Club, each Member as a condition of membership, shall be required to purchase a certificate of membership. Federal and State taxes on fees and memberships shall be paid by members.

- A. Membership certificates shall not be transferable and shall contain an appropriate notation to that effect on the face thereof.
- B. Except for payment as hereinafter provided, each certificate shall become null and void upon the date that the holder thereof ceases to be a Member for any cause. The time and manner in which the holder shall be paid the then current value of his certificate subject to the provisions of Section 5 of this Article, shall be determined by the Board of Directors provided, however, that each certificate shall be redeemed in the chronological order in which the memberships terminate, and as soon as payment is received from a new Member.
- C. When the child of a member moves from his/her parent's household and wishes to continue membership in the club, and the parents (original members) of that child no longer wish to continue membership, the member's bond may be sold back to the club, and the child's name will be placed at the top of the waiting list, as long as this is indicated in writing on the bond when it is redeemed.

- D. When prospective Members are approved for Membership, the Director of Membership shall issue them notice that their membership certificate fee is payable in full within the time period listed below. Prospective members will have 15 days to make a buy/no buy decision and another 30 days to submit the bond fee, or a total of 45 days to pay from time of notification. Further, the 15/30/45 program applies only to the off-season interval (September 1st - April 30th). During the swim season (May 1st - August 31st), the 15/30/45 duration is reduced to 7/14/21 (7 days to decide, 14 days to pay) for a total of 21 days to pay from time of notification. If for some reason the prospective member is unable to come up with the funds, their name will be removed from the wait list. Should this prospective member want to reapply to the club and get reinstated on the wait list, they will be required to repay the non-refundable application fee.
- E. Any member in good standing, holding a bond for ten years or more, upon voluntary termination of their bond, may request in writing from the Board of Directors, Guest of the Board status with the Club. They must pay guest fees to enter the pool, but do not need an active member present. Guest of the Board ID cards will be issued to these members. Guest of the Board entitles ONLY original bond holders, not dependents or guests, to Club access.
- F. Charter Members (Bond #'s 1-328) are those members who have been bond holders with the Club since its inception in 1981. If a Charter Member in good standing, upon voluntary termination of their bond, may request in writing from the Board of Directors, Guest of the Board status with the Club as Charter Member Guest of the Board. Charter Members will be checked in as guests and may also bring guests. They must pay guest fees to enter the pool, but do not need an active member present. Charter Member ID cards will be issued and kept on file at the Club.
- G. Upon the sale of his residence, an Active Member may notify the Board of Directors in writing to request that the name of the purchaser of his residence be placed at the top of the waiting list subsequent to the date of settlement. The purchaser will then have 30 days from the date of settlement to provide the appropriate fees to the Treasurer to become a Member of the Club. Failing to do so, the purchaser's name will be removed from the waiting list and the procedures of Article V, Section 2, Paragraph E, herein below will apply.
- H. Upon cessation of Active Membership of a Member for any cause, all indebtedness owing to the Club by such Member shall be a lien upon and charged against this Membership Certificate and the certificate may be taken over by the Club to satisfy such indebtedness. In the event the Club is unable to obtain possession of the certificate, it may be canceled on the books of the Club, and a new certificate issued in place thereof to a newly elected Member on payment by him to the Club of the then current value of a certificate as fixed by the Board. In case of the enforcement of a lien as above herein provided, neither the signature of the holder nor the delivery of the certificate shall be requisite to perfect the transfer to the Club, or to a new possessor, and the Treasurer of the Club authorized, as the attorney in fact of such certificate, to make such transfer. Every certificate issued is expressly subject to the provisions of this section.

SECTION 3. Dissolution of Club. In the event of the dissolution of the Club in any manner or for any cause, and in any other event, upon the effective date of dissolution of the Club, Membership Certificates shall be a lien upon the proceeds of the sale of the property of the Club after payment of all of its debts and obligations to the extent of the value of the certificates as fixed by these By-Laws, subject to set-off of all debts, dues and obligations owed by the holder of the certificate. After payment of all certificates outstanding upon the

effective date of dissolution of the Club, the surplus remaining shall be paid and distributed equally among the membership of the Club at the date of dissolution.

SECTION 4. Charges to Members. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by themselves or members of their family to whom the privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by guests introduced by them.

SECTION 5. Taxes. All fees and other charges described herein are exclusive of taxes imposed by Federal, State and other Governmental bodies and agencies, unless herein stated.

ARTICLE VI - Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of March for recording purposes and tax purposes.

SECTION 2. Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or member it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in post office or letter box, in a postpaid sealed wrapper, addressed to each member, officer or director at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time the same shall be thus mailed or e-mailed.

SECTION 3. Meaning of By-Laws. Any questions as to the meaning of any of the provisions of these by-laws shall be determined by the Board of Directors.

SECTION 4. Rules of Order. In all cases not covered specifically in the preceding Articles, Robert's Rules of Order shall be applied.

SECTION 5. Member Defined. Member shall mean the holder of a certificate of membership. Active member shall mean a member who has paid the required annual dues in accordance with Article V and who has not been suspended in accordance with Article II, Section 9, Paragraph B,

SECTION 6. Gender Interpretation. Throughout this document, when the masculine, feminine or neuter gender is used inappropriately, it shall mean the appropriate gender, and unless the content requires otherwise, the singular number shall include the plural, and vice-versa.

SECTION 7. Correspondence. All correspondence with the Swim Club shall use the post mark as the official date (i.e. dues payment, return of membership certificate, etc.),

ARTICLE VII - Amendments

SECTION 1. Amendment of By-Laws. These By-Laws may be amended by a two-thirds (2/3) vote of the Active Members present in person or represented by proxy at any meeting of the Club provided at least five (5) days notice of such amendment by mail shall be given to each such member.

SECTION 2. Method of Proposing Changes. By Law revisions must be proposed by either of two methods:

- A. By majority vote of the Board of Directors; or
- B. By petition from the General membership, petition must be signed by 10% of the active membership.

ARTICLE VIII - Indemnification

SECTION 1. Definitions. As used in this Article VIII, any word or words that are defined in Section 2-41 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the “Indemnification Section”) shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a director or officer, of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extend permitted by and in accordance with the Indemnification Section.