

Amended and Restated By-Laws of
the Ridge Swimming Club, Inc.

ARTICLE I

Name

The name of the Corporation, incorporated under the law of the State of Maryland, shall be Ridge Swimming Club, Inc.

ARTICLE II

Object

The purpose for which the corporation is formed is to promote the health and general welfare of its members and in that effort, own and operate a swimming pool and other recreational facilities and objects as are appropriate in the conduct of activities, in the state of Maryland, for exclusive use of its members and their guests.

ARTICLE III

Government

- Section 1. The Corporation shall be managed by a Board of Directors consisting of twelve members
- Section 2. At each annual meeting of Active Members, four Directors shall be elected from among the Active Members, to serve for a three year term and until their successors have been chosen.
- Section 3. Any member of the Board of Directors who shall terminate Active Membership in the Corporation will automatically cease to be a member of the Board of Directors, effective on the date of termination from the Corporation.

ARTICLE IV

Board of Directors

- Section 1. Consistent with these By-laws the Board of Directors shall:
- a. Transact all Corporation business, make and amend rules for the use of Corporation property. It may appoint and remove officers, clerks, agents, vendors or employees as it deems necessary. It may assign their duties and determine and pay compensation.
 - b. Consider for election to the Board of Directors any nominated active member
 - c. Establish and implement penalties for violation of By-laws and other any Rules of the Corporation.
 - d. Elect from the Board of Directors, positions of President, Vice President of Administration, Vice President of Pool and Grounds, Secretary, Treasurer and Bookkeeper.
 - e. Create a defined segregation of duties between Treasurer and Bookkeeper.

- f. Fill any vacancy in the Board of Directors to serve through the elected period for the terminated Board member.
- g. Appoint a Membership Chairperson. The Membership Chairperson can but does not have to hold a position on the Board of Directors of the Corporation.

Section 2. The Board of Directors shall establish bank accounts in which funds of the Corporation shall be deposited. The Board of Directors determines the manner in which negotiable instruments are executed and by whom, but two officers must sign all negotiable instruments for payments to any party that are drawn on the bank account of the Corporation.

Section 3. The Board of Directors may have the books of the Corporation audited annually by an auditor selected by but not a member or officer of the Board of Directors. Audit reports shall be available to members of the Corporation upon request.

Section 4. The Board of Directors shall meet at least six times annually, including the annual meeting of active members of the Corporation. The Board President shall establish meeting dates. Seven Board Members represent a quorum and no issue can be voted upon by the Board of Directors without a quorum. In the event of a tie among 12 voting board members, the vote must be proposed to the Corporation membership to break the tie.

Section 5. Any borrowing or pledge of assets or revenues of the Corporation shall be approved by a majority of the Active Members of the Corporation at any annual meeting or special meeting called for that purpose. Those Active Members that do not attend, and not represented by proxy, shall be deemed to have voted in agreement with the recommendation of the Board. This item shall be clearly stated in the agenda of any meeting at which this is to be considered and the agenda shall be provided to the active membership at least five days prior to such a meeting.

Section 6. Any member of the Board of Directors can be removed in his or her position by a majority vote of the membership present or present by proxy at the annual meeting, or a special meeting of the membership called by an Officer of the Board of Directors. This item shall be clearly stated in the agenda of any meeting at which this is to be considered and the agenda shall be provided to the active membership at least five days prior to such a meeting.

ARTICLE V

Officers

Section 1. The officers of this Corporation are the President, Vice President of Administration, Vice President of Pool and Grounds, Secretary and Treasurer.

Section 2. The President shall establish dates and times for meetings of the Board of Directors, establish and eliminate committees or sub-committees, and be responsible for responding to members directly or indirectly on issues about which they have raised concern.

Section 3. The Vice President of Administration will research, recommend, and finalize agreements on Insurance Policies for the Corporation, the Board of Directors and Employees of the Corporation. The Vice President will act as President in circumstances where the President cannot be present.

Section 4. The Vice President of Pool and Grounds will tend to and make recommendations to the Board of Directors for pool and grounds needs including preventive maintenance, repairs and upgrades. He

or she will also obtain at least two bids for work to be completed for any work costing \$1000 or greater, or in any other case as voted by the Board of Directors.

- Section 5. The Secretary will notify the Board of Directors of meeting schedules, will record and publish meeting minutes within ten days of each meeting.
- Section 6. The Treasurer will create the annual budget. The Treasurer will provide a projected versus actual budget report. This report will be provided as a monthly and year-to-date report five days in advance of each Board of Directors meeting, but not more often than once in a calendar month. The Treasurer will record questions on line items and provide answers to Board of Directors after conferring with the Bookkeeper. The Treasurer will bring to the attention of the Board of Directors any financial trends of concern he or she identifies that requires the attention of the Board of Directors. The Treasurer will work with the Bookkeeper to ensure that all invoices received are presented to the appropriate Board member for approval and paid to the vendor, or rejected, within 30 business days of receipt.

ARTICLE VI

Members

- Section 1. Family members living at the same address may share a single membership. Members include: foster children, relatives, exchange students and au pairs living under the same roof. Provisional participation of another individual such as a caretaker not living under the same roof may be granted by the Board of Directors after a written request is provided and reviewed. Caretakers' children not under the same roof are excluded from membership status and may attend the pool as a guest, paying guest fees, if accompanied by an active member.
- Section 2. Application for membership shall be filed with the Membership Chairperson on forms provided by the Corporation. The Board of Directors may require the applicant to submit the membership certificate fee of \$1,000 or any portion thereof, and /or current membership dues or any portion thereof at the time that the application is submitted. Upon complete payment of the membership certificate fee, a certificate will be issued to the member indicating participation in the Corporation.
- Section 3. Active Members may become Inactive Members by providing written notice of their intent to withdraw from Active Membership yet who wish to remain bonded members. Inactive members may become active members by providing written notice of their intent to renew active membership and pay all pending dues and any sums due the Corporation from the Inactive Member. Additionally, they may respond to the Annual Dues notification by submitting payment in full by the due date for active membership and completing the Annual Membership form and selecting Active Membership for the upcoming season.
- Section 4. The Board of Directors, at the first meeting of the Board, after each Annual Meeting of the Corporation, shall appoint one member from the Active Membership (who may be, but need not be a member of the Board of Directors) to be Chairman of the Membership Committee for the ensuing year.
- Section 5. Any member of the Corporation may withdraw at any time subject to the provisions of Article VII and there shall be no refund of the current year's dues.

Section 6. Any member or individual person within an active member family may be suspended for a period of not exceeding three months by a two thirds vote of members of the entire Board of Directors for cause after having been given an opportunity for a hearing. An expulsion of a member or individual person within an active member family may be expelled by a three fourths vote of the entire Board of Directors after having been given an opportunity for a hearing. Cause for suspension or expulsion in general consists of one or more violations of these By-laws or of the rules of the Corporation, or of any unbecoming conduct determined by the Board of Directors.

The Board of Directors may delegate the power to any of the Board officers, or to the Pool Manager, the right to suspend pool privileges of members for the violation of Rules and Regulations provided such suspension does not exceed two days. A written incident report of such suspensions containing detailing of the events leading to the suspension will be provided to the President of the Board of Directors within 24 hours of the suspension.

- Section 7.
- a. All members have access to the facilities of the Corporation and must obey the Rules and Regulations which must be posted at all times in the office.
 - b. The Board of Directors, at its discretion, may extend the privileges of the Corporation to any person / persons.
 - c. The Board of Directors must vote on changes made to the terms and conditions under which members of the Corporation and guests of members may utilize the facilities.
 - d. A member shall pay or reimburse the Corporation for any damage to the property of the Corporation by the member, or that member's guest, within sixty days of the incident. The member's bond shall be subject to claim by the Corporation for any unsatisfied obligation to the Corporation, and membership may not be renewed unless and until the bond is restored in full.
 - e. The Corporation assumes no responsibility for nor will have no claims filed against the Corporation, for property of members or guests brought into or left on the grounds of the Corporation.
 - f. No intoxicating beverages will be served or be permitted to be consumed on the premises.
 - g. The Corporation assumes no responsibilities and the members or their guests can have no claim against the Corporation for any accident or injury to any person or their property other than that caused by gross negligence of the Corporation (see Article 1, section 1).

Section 8. The Board of Directors will set the number of memberships of the Corporation. The number of memberships cannot exceed four hundred.

Section 9. The Board of Directors at its discretion may re-enroll a member who has resigned (subject to the membership limitations as set in Article VI), without payment of an initiation fee provided that the former member was in good standing with the Corporation at the time of the resignation.

Section 10. In the event of a divorce of a husband and wife who hold a certificate of membership, their certificate will be null and void unless one spouse releases his or her interest to the other in writing. In that case the Corporation will issue a substitute certificate to the spouse in whose favor the release has occurred and the transfer will be at no cost to either party.

Section 11. In the event an active or inactive member wants to provide their membership to a family member living in another household they must request the transfer in writing to the President of the Board of Directors and specify the transferee. The President shall bring the request before the Board of Directors for consideration. The Board of Directors may approve the action, thus leaving the initial certificate holder void of rights, privileges and claims against the Corporation, or may deny the request. The certificate, if reissued will be complete at the time a \$50.00 fee is paid by the new member.

Section 12. In the event of the death of the last principal holder of the certificate of membership, the certificate shall be surrendered to the President of the Board of Directors by the legally constituted representative of the estate of the deceased and handled on a priority basis, that is, the bond of \$1,000 shall be reimbursed to the estate and supersede any prior tenders for reimbursement.

Article VII

Dues and Fees

Section 1. a. The Board of Directors will establish dues for active and inactive members after the Annual meeting of the members of the Corporation.

b. Dues shall be sufficient to provide for the necessary expenses of the Corporation and for the proper preventive maintenance and continued repair to the facility. Dues are payable by April 1st. The Board of Directors may establish a grace period for dues where late penalties will not be charged up to a date no later than April 15th.

c. No dues or portion of dues will be refunded in the event that the pool operations are required to be suspended for any period.

Section 2. All applicants for membership in the Corporation subsequent to May 7, 1963 will be required to pay an initiation fee in the amount established by the Board of Directors.

Section 3. After May 7th, 1963 a condition of membership is the purchase of a certificate in the amount of \$1000.00. Members as of April 1, 2004 who purchased a certificate for \$200 must return that certificate and pay an additional \$800 and a new certificate reflecting the payment of \$1000 will be issued.

Section 4. Membership Certificates

- a. Certificates are transferable to a family member of an existing member. It will be noted on the certificate. The transfer shall be noted on the certificate and on the books of the Corporation. Certificates are otherwise nontransferable except as set forth above. "Family members" shall include parents, children, spouses and siblings.
- b. Upon receipt of a written notice of intent to withdraw from active membership in the Corporation the Membership Chairperson will list the member on the inactive list. If

requested in the written notice, reimbursement of the certificate fee will be made to the former member, thereby terminating their membership with the Corporation. The Corporation shall only reimburse the former member when a new member joins and pays for their certificate in full. The amount of the reimbursement may not exceed the lesser of (a) the amount paid by the terminating member, less any sums due the Corporation, or (b) the amount actually received from the purchasing new member.

- Section 5. In the event of the dissolution of the Corporation in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Corporation, membership certificates will be a lien upon the proceeds of the sale of the property of the Corporation after payment of all of its just debts, dues, and obligations owed by the holder of the Corporation. After payment of all membership certificates upon the effective date of dissolution of the Corporation, the surplus remaining will be paid and distributed pro-rated among the membership of the corporation.
- Section 6. Any active member failing to pay dues or indebtedness before the first day of April will be sent a statement of past due payment by the 15th of April. Any delinquent member for any indebtedness may be suspended by the Board of Directors after April 15th. Any person suspended will be notified immediately of the suspension and will be assessed a \$50 late fee. The suspension will not be lifted until all dues and fees are owed are paid. If all fees and dues are not paid within fifteen days of the suspension, the Board of Directors may vote to terminate the membership. The Board of Directors may vote to reinstate that member upon request and fulfillment of all payments due.
- Section 7. Upon cessation of membership for any reason, all indebtedness and other amounts owed to the Corporation by a member are considered a lien against that membership certificate and the amount paid to the terminating member upon surrender or termination of the certificate may be reduced by the Corporation to satisfy the debt. The certificate of membership may be retained by the Corporation and/or cancelled on the books of the corporation and a new certificate may be issued in its place to a new member.
- Section 8. Members are responsible for all charges and liabilities imposed upon or incurred by their family members, all those listed as members in their annual contract, and any guest they sponsor at the facility.
- Section 9. All fees and other charges mentioned herein are exclusive of taxes imposed by Federal, State and other Governmental bodies and agencies.
- Section 10. Any member who has elected to become inactive will be assessed a \$150.00 annual maintenance fee to continue their membership. An inactive member must pay the \$150.00 annual maintenance fee according to the same schedule as active members, or risk suspension, late fees and termination consistent with policies set forth in these By-laws.

Article VIII

Annual and Other Member Meetings

- Section 1. a. The Annual Meeting will be conducted each November.
- b. The Annual Meeting will include a vote for the members of the Board of Directors of the corporation for vacancies to serve for the following three year period.

c. Notice of the Annual Meeting will be provided to Members at least 5 days prior to the meeting.

Section 2. The Board of Directors may call a Special Member Meeting at any time by majority vote and the Board of Directors shall provide an agenda prior to the time of the Special Meeting. Only items set forth on the agenda for a Special Meeting may be considered at that Special Meeting.

Section 3. Active members only may vote at an Annual Meeting, and if absent, they may vote by proxy.

Section 4. Notice to members shall be made in person, by email, or by US mail and will be sent to the last provided address from the member.

Article IX

Nominations

Section 1. Annually, four Board of Director positions shall become available and a vote will be conducted by the members of the Corporation at the annual meeting, to elect Directors for the vacant positions.

Section 2. An active member may nominate another active member, and the Board President will verify the nominated members' interest in the election. Active members may nominate themselves.

Section 3. The Secretary, each year, will advise active members of the voting process and timeframes for nominations and voting.

Article X

Committees and Responsibilities

Section 1. Responsibilities for each member of the Board of Directors will be defined by the incumbent board, each season. Responsibilities may be based on defined positions on the Board, and new members joining the Board will be informed of the needs on the Board and will accept responsibilities as assigned by the President of the Board of Directors.

Section 2. Committee's and sub-committees will be formed as needed inside or outside the scope of pre-defined responsibilities of individual board members each year.

Article XI

Indemnifications

Section 1. Each member of the Board of Directors, present or former, and the legal representatives of any member of the Board of Directors upon his or her death, shall be indemnified to the fullest extent of the law by the Corporation from expense, or in connection with the defense of any action, suit or proceedings in which he or she is made a party by his association and role in the Corporation except in relation to matters of gross negligence or willful misconduct in the performance of his or her duties.

Section 2. Any question as to the meaning for proper interpretation of any of the provisions of these By-laws shall be determined by the Board of Directors.

Section 3. These By-laws may be amended by a two-thirds vote of the Active Members at any meeting of the Corporation provided at least five days notice has been given for the meeting stating that the amendment of the by-laws will be considered at that meeting. Those Active Members that do not attend, and not represented by proxy, shall be deemed to have voted in agreement with the recommendation of the Board.¹

¹ Revised 10/2012