

BY-LAWS OF WEST HOWARD SWIM CLUB, INC.

ARTICLE I

Name

The Club, duly incorporated under the laws of the State of Maryland, shall be named West Howard Swim Club, Inc.

ARTICLE II

Object

The purposes for which this organization is formed are to establish and maintain a Club to promote the health and general welfare of the community by providing swimming and other recreational facilities for its members, their families and their guests. The Club is to be operated on a non-profit basis in conformity with the rules and regulations applicable to the Internal Revenue Code, Section 501C(7). In furtherance of these purposes and to the extent necessary, the Club shall (a) obtain and maintain recreational, social and civic facilities as may appear desirable with power and authority to receive by any lawful means monies and property, real and personal; (b) lease, own and hold real estate and personal property; (c) encumber, sell and exchange the same; and (d) do and perform any and all acts not inconsistent with the said business, purpose and object of the Club and permissible under the laws of the State of Maryland and the United States. The Club shall in no way operate for the purpose of affording financial profit or gain to its members.

ARTICLE III

Management

Section 1. Board of Directors. The business and other affairs of the Club shall be managed and controlled by a Board of Directors hereinafter called "the Board." The Board shall consist of seven (7) members of the Club elected for three-year terms by plurality vote at the annual Club membership meeting. The terms of the Directors shall be staggered so that two of the terms expire each year, except each third year three terms expire. Newly elected Directors shall take office immediately upon election. All directors shall serve without compensation.

Section 2. Vacancy. Any vacancy occurring on the Board shall be filled by majority vote of the remaining members of the Board. The person thus appointed shall serve until his successor, elected at the next annual membership meeting, takes office. The successor shall be elected to fill the remainder of the vacant term.

Section 3. Active Membership. Any Director who shall cease to hold active membership in the Club shall simultaneously cease to be a member of the Board of Directors.

Section 4. Automatic Resignation. Any member of the Board who shall be absent from three consecutive regular meetings of the Board shall be considered to have automatically resigned from the Board as of the date of the third meeting unless the Board receives and approves a written request for waiver of this provision by the date of the third meeting.

Section 5. Quorum. Five (5) Directors shall constitute a quorum for the transaction of business. All business shall be conducted by a majority vote of those present, unless specified otherwise herein.

Section 6. Meetings. The Board of Directors shall meet at least once a month from April through September. The specific time and place of the meeting shall be designated by the President and the notices of such meetings, including the time and place, shall be provided to each Director by the Secretary at least fifteen (15) days prior to the date of the meeting.

Section 7. Special Meetings. Special meetings of the Board may be called by the President at any reasonable time or shall be called by the Secretary upon the written request of three or more Directors. Notice of a special meeting, including the purpose thereof, shall be provided to each member of the Board of Directors no later than one (1) day before the date of the meeting excluding Sundays and legal holidays.

Section 8. Duties. The Board shall transact all Club business including but not limited to construction, maintenance and operation of the facilities and the establishment of rules and regulations for the use thereof including all matters pertaining to the establishment and payment of the initial membership bond fee and the annual maintenance fees, approval of the applications for membership, selection of the depository for corporate funds and provision for the preparation and maintenance of the financial books and records.

Section 9. Pledging Credit. The Board may borrow or pledge the credit of the Corporation, but no such loan or pledge of credit shall exceed \$2500.00 except for repairs to keep the pool in operation, in which case the pledging of credit shall not exceed \$7500.00, or except and unless such transaction is included in the current annual budget or is specifically approved by a 2/3rds majority of the voting members of the Club in attendance at a meeting.

Section 10. Removal. The Board, by five-sevenths of its entire membership may remove any member of the Board for due cause, but only after an opportunity to be heard has been given to him. The determination of due cause shall be made by the Board and the Board's determination shall be final. Any Director of the Corporation may be removed from office by the affirmative vote of two-thirds of the voting members of the Club present in person or represented by proxy at the annual meeting, or at a special meeting called for the purpose, but only after an opportunity to be heard has been given to him by notice provided to him not less than five (5) days prior to the date of the special meeting.

ARTICLE IV

Officers

Section 1. Designation and Election. The officers of the Club shall be a President, a Vice President, a Secretary, a Treasurer and a Membership Chairman.

The officers shall be elected annually by rotation according to a three year service commitment by the Board from among their number at the first meeting of the Board following the annual meeting of the Club and shall hold office until their successors are elected unless removed prior thereto.

Section 2 Duties of the President. The President shall preside at the meetings of the Club and of the Board of Directors. He shall be the Administrative Officer of the Club and shall have the responsibility for the general management and direction of the activities of the Club. He shall appoint all standing committees subject to confirmation by the Directors and operating committees, designating all committee chairmen. He shall be, ex officio, a member of all committees. He shall present a written annual report from the Board to the membership at its annual meeting. He shall have authority to sign certificates of membership, to co-sign and execute all contracts and other legal instruments in the name of the Corporation and to appoint and to discharge agents and employees provided, however, that the appointment or discard of the swimming pool managers, agents and employees shall be subject to the approval of the Board.

Section 3. Duties of the Vice President The Vice President shall have and exercise all the powers, authority and duties of the President during the President's absence or inability to act. He shall also act as assistant to the President and perform such other functions as he may be directed to perform by the Board. He shall be, ex officio, a member of all committees.

Section 4. Duties of the Secretary. The Secretary shall keep and maintain the minutes of the meetings of the Board and the meetings of the Club and any other meetings, which the Secretary is designated by the President to attend. He shall sign with the President, Vice President or Treasurer in the name of the Corporation all contracts or other legal instruments and shall affix the seal of the Corporation thereto. He shall send out the notices of the meetings of the Club and the meetings of the Board of Directors. The Secretary shall perform in general all the duties incident to the office of Secretary subject to the control of the Board. He shall submit such reports to the Board as may be required by him.

Section 5. Duties of the Treasurer. The treasurer shall perform all acts, incident to the position of Treasurer subject to the control of the Board, including but not limited to the keeping of the accounts of the Club, collecting its revenues, and paying its bills and obligations as approved by the Board or other agency authorized by the Board to incur expenses. He shall deposit the funds of the Club received by him in the name of the Club in such repository as may be authorized by the Board. He shall perform such other duties pertaining to his office as may be asked of him by the Board.

Section 6. Duties of the Membership Chairman. The Membership Chairman shall, under the direction of the President, have the power to co-sign checks. Further, he shall have the power to sign certificates of membership and shall have charge and custody of the books of certificates of membership and such other books and papers as the Board may direct.

Section 7. Duties of the Bookkeeper. A bookkeeper may be appointed by the Board and hold office at its pleasure. If a bookkeeper is so appointed by the Board, he shall receive compensation compatible with the services rendered. The Bookkeeper shall not be a member of the Board, but may be a member of the Club. The bookkeeper shall receive and have custody of all funds and securities of the Club and on behalf of the Club shall deposit said funds to the credit of the Club in such bank or banks as the Board may designate. Whenever required by the Board, the bookkeeper shall render a statement of his cash accounts. He shall maintain a full and accurate account of the financial affairs of the Club and shall write all checks for the bills and obligations incurred by the Club, to be signed by those so designated and authorized. Compensation for the bookkeeper shall be fixed by the Board.

Section 8. Bonding. All Board members and the Bookkeeper shall be bonded at the expense of the Corporation in such amount and with such bonding company as shall be designated by the Board. All disbursements shall be by check, signed by the Treasurer and co-signed by any of the other Board members, provided, however, that the Board may by resolution provide for the establishment and replenishment of a petty cash fund not exceeding \$250.00 for convenience in the payment of expenses of the Corporation in amounts of \$50.00 or less.

ARTICLE V Membership

Section 1. A regular membership shall be available only to a family unit. A family unit is defined as and consists of at least one (1) and no more than two (2) adult members (i.e., 18 years of age) living in the same residence and any dependent children including stepchildren, foster children, and other children who are under the age of 25 and who live with the adult member(s) in a regular parent-child relationship. The Board reserves the right to request proof of residence.

Associate Membership A child or other relative of an adult member who is 25 years of age or over and who resides in the household of the adult member may apply for associate membership upon the request of the adult member. If the person shall be approved for associate membership by the Board, the member need not pay the regular membership bond fee for the Associate Member, but must pay an annual fee in an amount determined by the Board in the same manner as the annual fees of the regular members. Associate members shall not have any voting rights. No more than two (2) Associate memberships will be allowed per regular family membership.

Childcare Provider Membership – An adult family member may apply for up to two (2) Childcare Provider Memberships for the individual(s) 16 years of age or older who provide(s) childcare for the member's child(ren). If these persons shall be approved for Childcare Provider Membership by the Board, the member need not pay the regular membership bond fee for the Childcare Provider(s), but must pay an annual fee in an amount determined by the Board and in the same manner as the annual fees of the regular members. A Childcare Provider member may use the club facilities only while providing care for the member's child(ren). Childcare Provider members shall not have any voting rights. No more than two (2) Childcare Provider memberships per regular family membership.

West Howard Swim Club has a policy of non-discrimination.

Section 2. Membership Fees. Each family unit shall pay a membership bond fee. The cost of a membership plus annual dues as set forth herein shall be such fees as the Board may from time to time approve. The amount of the membership bond fee and the annual dues will be determined by the Board and presented with the budget to be voted upon at the annual meeting of the membership.

Section 3. Application. Application for membership shall be made by deposit if the membership is closed, a waiting list will be maintained by the Membership Chairman. All applicant names shall be entered on the waiting list by the Membership Chairman in the order in which requests for

membership including any required fee, were received by postmark, and further by alphabetical order. As openings become available, the Membership Chairman will offer membership in accordance with the priorities established by these Bylaws.

Section 4. Priorities. The only priority used shall be the order in which the applicants names appear on the waiting list.

Section 5. Maximum Memberships. To the best of its ability the Board will keep the maximum number of regular memberships in the Club at three hundred fifty (350) families.

Section 6. Suspension of Member. (a) Any member of any class may, for cause and after having been given an opportunity for a hearing, upon not less than five (5) days written notice (which notice shall specify the charges against him) be suspended for a period of not exceeding three (3) months by a majority vote of the members of the Board present at any meeting thereof, and may be expelled by a five-sevenths vote of the entire membership of the Board. Cause for suspension or expulsion shall, in general, consist of willful violation of the bylaws or of the rules and regulations of the Club or of conduct seriously detrimental to the interests of the Club. (b) The Board may delegate to the Chairman of the Pool and Grounds Committee or a responsible employee of the Club the power to suspend pool privileges for the violation of Club rules and regulations without hearing, provided such suspension period does not exceed seven (7) days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours. A copy of such report shall be furnished to the suspended member unless such member is a junior member, in which case a copy of the report shall be furnished to a senior member of the family unit. The President or Chairman of the Pool and Grounds Committee may vacate such suspension.

Section 7. Privileges and Restrictions. (a) All classes of active members of the Club and their guests shall be accorded the facilities of the Club subject to the rules and regulations which shall be posted conspicuously at all times. (b) The Board shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club. (c) Any property of the Club damaged as a result of the fault or misconduct (as determined by the Board) of a member of any class, or his guest, shall be promptly paid for by such member. No person shall remove from the facilities or grounds any article belonging to the Club. (d) No alcoholic beverages will be permitted to be served or consumed on the premises, except with prior approval of the Board of Directors.

Section 8. Refund of Membership Bond Fees. (a) Membership in the Club is not transferable. It is redeemable only by the Club. The Club will refund membership bond fees in the amount of the membership bond at the time membership is discontinued, less any unpaid assessment(s) that may have been levied by the Club. Membership bond refunds will not be made until resale of that membership has been accomplished. Membership Bond refunds may be issued on a schedule as determined by the Board.

(b) A member may withdraw at any time. A withdrawing member is liable for current year annual dues assessment unless written notice of withdrawal is received by the Club prior to the due date for such notice as set forth by the Board. Requests for withdrawal from membership and refund of membership bond fee must be submitted in writing to the Club and shall be acted upon in the order of priority of mailing as shown by the postmark.

(c) A member may, at his option, request to retain his membership but place such membership in an inactive status. Such request is subject to approval by the Board and must be submitted by the date set forth by the Board. Upon approval by the Board, such member will be liable for a portion of the annual dues as set forth by the Board. An inactive membership can be rented by the Board on a seasonal basis, provided that the membership is full.

(d) When any adult member is expelled under Article V, Section 6(a), all memberships in the family including any Associate and Childcare Provider memberships, will automatically terminate and the membership bond fee less any unpaid fees, including those assessed for damages, will be refunded when resale of that membership has been accomplished.

ARTICLE VI Standing Committees

Section 1. Standing Committees. The President may appoint subject to confirmation by the Board, the following Standing Committees with duties as stated. The members of these Committees shall be members of the Club unless otherwise specified and shall normally serve until their successors are appointed. A member of the Board must serve on each Standing Committee.

(a) Pool and Grounds Committee. To the extent delegated by the Board, the Pool and Grounds Committee shall: (1) exercise supervision of the pool and grounds; (2) attend to the improvement and maintenance of the pool, buildings, recreational area, operating equipment and grounds; (3) prepare and recommend for approval by the Board all rules for the operation of the pool and recreational facilities; and (4) employ and supervise the persons responsible for enforcement of the rules of health and good conduct.

(b) Legal Committee. The Board shall pass on all legal matters with which the Club is concerned to the Legal Committee, including the preparation and/or review of all recommendations to the Board. The Board may, at its discretion, fix equitable rates of compensation for legal services.

(c) Finance Committee. The Finance Committee shall prepare the annual budget for submission to and approval by the Board and make recommendations with reference to financial matters of the Club. The Treasurer shall be a member, but not necessarily Chairman, of this Committee.

(d) Public Relations Committee. The Public Relations Committee shall prepare and submit to the Board the program of instructions and entertainment and exercise supervision over same. It shall attend to the publication of affairs of the Club, which are of general interest.

Section 2. Additional Committees. The Board may provide for such additional committees as it deems necessary and consistent with these Bylaws and may assign duties to all committees.

ARTICLE VII
Finances

Section 1. Annual Budget. (a) The Club's fiscal year is October 1 to September 30. (b) An annual budget, setting forth anticipated revenue and proposed expenditures for the following year, shall be prepared by the Finance Committee and presented to the Board no later than November 30. The annual budget shall be subdivided into an Operational Cost section and a Capital Improvement Cost section. (c) The annual budget, as approved by the Board, shall be provided to the membership no later than December 30th of each year. Comments by members regarding the budget shall be received by the Board no later than January 21st. The budget as approved by the Board, together with payments received from members and any discussion thereof, shall be submitted to the membership for adoption at the annual corporate meeting to be held in February each year. (d) The Board shall submit a written report to the membership at its annual meeting which shall include a balance sheet and operating statement for the year, based on an audit independent of the Treasurer as directed by the Board.

Section 2. Annual Dues. Annual dues including late payment charges shall be fixed by the Board based on the annual budget adopted in accordance with these Bylaws and shall be payable annually by date as set by the WHSC Board.

Section 3. Refunds. There shall be no refunds except the refund of the membership bond as specified in Article V Section 8 (c) of this document unless specifically approved by the Board.

Section 4. Delinquency. In case a member does not pay annual dues or other indebtedness by the due date, he is delinquent and is automatically suspended from the exercise of membership privileges. If required payment is not made within fifteen days following the original due date for payment, the Treasurer shall notify the member by certified mail that if payment is not received within thirty days, his membership will be automatically terminated. Upon termination of membership for nonpayment of dues or indebtedness, the member shall be entitled to refund of the membership bond fee as provided by these Bylaws less a penalty fee fixed by the Board.

Section 5. Liability of Members. Adult members shall be responsible for the payment of all charges or liabilities including assessments that may be levied by the Board or that may be imposed upon or incurred by members of their family to whom the privilege of the Club shall be extended, and for all charges and liabilities incurred by guests introduced by them.

Section 6. Indebtedness of Members. Upon cessation of membership for any cause, all indebtedness owing to the Club by an adult member shall be charged against the refund of his membership bond fee.

ARTICLE VIII
Membership Meetings

Section 1. Annual Meeting. (a) The annual meeting of the membership shall be held in February of each year for the purpose of electing Directors, receiving the written annual reports of the President and of the Treasurer, adopting the budget for the current year and transacting such other business as may properly come before the meeting.

(b) The notice of the meeting shall be provided to the adult members no less than fourteen (14) days prior to the meeting date and shall contain a list of all topics to be presented to the membership for consideration. The notice shall also include the names of candidates nominated by the Nominating Committee for election as members of the Board of Directors. The notice shall also contain proxy ballots for use by members who are unable to attend the scheduled meeting. Members must complete and sign the proxies and mail them back to the club. Proxies with original signatures (copies not allowed) must be received by the Club at least two (2) days prior to the date of the proposed meeting in order to be valid and counted towards the quorum. If a member who submitted a proxy attends the annual meeting, the Secretary will withdraw that person's proxy from consideration.

(c) Agenda or new business item must be submitted in writing or electronic delivery at least 16 calendar days prior to the meeting announcement.

Section 2. Special Meetings. Special meetings of the membership may be called by the Board. Also, upon written request of not less than 10% of the adult members to the Secretary stating the purpose thereof, a special meeting shall be called by the President within thirty (30) days. Two weeks' notice of the meeting and its purpose shall be given to the adult members. No other business shall be transacted.

Section 3. Voting. Only adult members shall be entitled to vote at membership meeting and each regular membership shall have one full vote.

Section 4. Quorum. Personal attendance by adult members, added to the total count of proxy's received, representing ten percent (10%) of the Club's regular membership shall constitute a quorum for the transaction of business at a meeting of the Club. If less than a quorum is in attendance for any meeting which shall have been called, such meeting may, after the lapse of at least one-half hour, be adjourned to a subsequent date by a majority of the adult members present. If such meeting is adjourned, a notice shall be sent to the membership at least seven (7) days in advance of the meeting, such notice containing (i) a statement of the purpose of the meeting, (ii) a statement that the previous meeting adjourned for lack of a quorum, and (iii) a statement that the number of adult members present at such second meeting shall by definition constitute a quorum.

Section 5. Notices. Whenever in these Bylaws notice to members is required, such notice may be provided electronically to the electronic address shown on the records of the Club for the members or by mail to the address shown on the records of the Club. Either electronic or paper communication shall constitute such notice.

ARTICLE IX
Election of Board of Directors

Section 1. Nominating Committee. (a) There shall be a Nominating Committee appointed by the President, composed of five (5) members of the Club, not more than two of whom may be members of the Board. (b) The Nominating Committee shall nominate at least one (1) candidate who has indicated a willingness to serve for each vacancy on the Board. The Nominating Committee shall report such nominations to the Secretary on or before December 15

each year. (c) Nominations may also be made from the floor providing each nomination is supported by a second and provided further that the nominee has expressed a willingness to serve, either at the meeting or by a statement in writing. (d) The list of candidates, as submitted by the nominating Committee and as augmented by nominations from the floor, shall be included in one ballot.

Section 2. Each regular membership may vote for as many candidates as there are vacancies. If a member votes for more candidates than there are vacancies, the ballot shall be considered defective and discarded. Voting shall be by secret ballot.

Section 3. Filling Vacancies. Vacancies for three-year terms shall be filled by the candidates receiving the highest number of votes

ARTICLE X Amendment of the Bylaws

Section 1. Proposals. Proposals for amendment of these Bylaws may originate with the Board, or may be sponsored by at least ten (10) regular Memberships and be submitted in writing to the Secretary, who shall then present such proposals at the next meeting of the Board. The proposals, together with the recommendations of the Board, or as amended by the Board, shall then be placed upon the agenda of the next regular meeting or special meeting of the membership provided that such proposal is submitted to the Board no later than November 30 in advance of the annual corporate meeting; unless the proposed amendment is intended as an agenda item for a special meeting as provided in ARTICLE VIII, Section 2. Approval by two thirds of the regular memberships in attendance or responding by proxy which specifies their position on the specific amendment(s) under consideration (subject to the quorum provisions of ARTICLE VIII, Section 4) shall be required in order to adopt any proposal.

Section 2. Limitation on Methods. The Bylaws shall not be amended in any other manner.

ARTICLE XI Miscellaneous

Section 1. Indemnification. (a) Each person who acts as a Director or Officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a Director or Officer of the Club except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties. (b) The right of indemnification provided herein shall inure to each Director and Officer referred to in (a) above, whether or not he is such Director or Officer at the time such costs or expenses are imposed or incurred and in the event of his death shall extend to his legal representative.

Section 2 Interpretation. Any question as to the meaning or proper interpretation of any of the provisions of these Bylaws shall be determined by the Board.

Section 3. Age of Members. Wherever mention is made herein to age of a member, it shall be the age attained as of his last birthday.

Section 4. Extending Privileges. Upon written request, the Board may extend the use of the Club facilities to organizations or groups on terms and conditions approved by the Board. The Board shall require an agreement from the members or officials of any such group indemnifying the Club, its officers and agents against any claim for any injury or damage to such members of their property.

Section 5. Execution of Corporate Papers. All written obligations of the Club other than checks shall be executed by the President, Vice President, or other person authorized by the Board and the Secretary or Membership Chairman.

Section 6. Authority to Execute Papers. No obligation on the part of the Club shall be entered into by any officer or committee without the approval of the Board except as to matters involving less than \$100.

Section 7. Corporate Books and Records. Corporate books and records shall be open to inspection by members and such inspection shall take place at the customary place of keeping of said books and records.

Section 8. Dividends and Refunds. There shall be no dividends to members of the Club. There shall be no refunds to members except as otherwise provided in these Bylaws..

Section 9. Rules of Procedure. Unless otherwise provided for by law, the certificate of incorporation, or by these Bylaws, rules of procedure governing meetings or members of the Club or of the Board shall be those of Robert's Rules of Order, as revised from time to time.

Section 10. Singular Includes Plural, Etc. Wherever in these Bylaws reference is made to the singular or the masculine gender, such reference shall apply to the plural and the female gender with equal force wherever the context requires the same.

Section 11. Sale of Land. The Club shall not dispose of any real property except in accordance with such approval as may be granted by a two thirds majority of the members present and voting on such disposition at a regular or special meeting of the members.

Section 12. Validity of Bylaws. All or any part of the Bylaws set forth herein shall be deemed invalid if contrary to the laws of the State of Maryland or of the United States Government. The invalidity of any part of these Bylaws shall not render any other portions of the Bylaws invalid.