

## ARTICLE I Name

The Club, duly incorporated under the laws of the State of Maryland, shall be named West Howard County 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 Board of Directors or 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. In the case of a tie, the longest serving member shall break the tie. The person thus appointed shall serve until the end of the term of the original Board member if decided by the remaining members of the Board. Alternatively the person will serve until his successor, elected at the next annual membership meeting, takes office. The second 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 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 or if, after discussion of the circumstances surrounding the absences, the Board decides such resignation is not in the best interests of the Club.

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 and the membership by the Secretary or other Director at least fifteen (15) days prior to the date of the meeting. **Such notice shall include electronic posting on the Club's website.**

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 membership dues, **fees and assessments**, approval of the applications for membership, **review of issues surrounding member behavior and concerns raised by members**, selection of the depository for corporate funds, and provision for the preparation and maintenance of the financial books and records.

Section 9. **Borrowing or pledging of assets or revenues of the Corporation. The Board may spend or borrow money for needs of the pool, but no such action shall exceed \$5000.00 per item except for repairs to keep the pool in operation, in which case the amount shall not exceed \$10,000.00 per item**, or except and unless such transaction is included in the current annual budget or is specifically approved by a two-thirds 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 of the Board 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 Board Member may be removed from office for cause 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, a Grounds Chairman, 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 that the Secretary is designated by the President to attend. 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 and Board meeting minutes to the Board as may be required of 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 Grounds Chairman. The Grounds Chairman shall chair the Pool and Grounds Committee and be responsible for the maintenance and upkeep of the property owned by the Club. He shall be responsible for vetting and presenting bids from companies desiring to provide services to the Club, including but not limited to landscaping, plumbing, and electrical. The Grounds Chairman is permitted to make necessary purchases of supplies for the pool and to employ an individual or company to perform emergency services for the pool up to a cumulative cost of \$1,000 per year. Receipts including a description of such services shall be presented to the Board at its next regular meeting.**

Section 7. Duties of the Membership Chairman. The Membership Chairman shall have the power to sign certificates of membership and shall have charge and custody of the books of certificates of membership, the electronic membership system, and such other books and papers as the Board may direct. Additional duties may include auditing of the visitors and member attendance log and collection of monies collected for guest fees, passes, and social functions. Such monies collected shall include a receipt cosigned at the time of collection by the pool manager or assistant manager on duty at the time, and shall occur at least twice weekly.

## **ARTICLE V Membership**

Section 1. Membership Types. (a) 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. **Only one adult member of a family unit may serve on the Board at any time.** (b) An Associate Membership may be granted to a child of an adult member who is 25 years of age or over and who resides in the household of the adult member after submission of an application and the request of the adult member. If the person is 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. (c) A Childcare Provider Membership **may be granted at the request of an adult member to individuals 16 years of age or older for the purposes of providing childcare to the member's minor or disabled children.** An adult family member may apply for up to two (2) childcare provider memberships. If these persons are 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) or when attending an event open to the public. Childcare provider members shall not have any voting rights.

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

Section 2. Membership Fees. Each family unit shall pay a membership bond fee. **A new member assessment shall be charged at the time of initial membership. The amount of the bond, new member assessment, and the cost of memberships plus annual dues as set forth herein shall be reviewed annually by the Board. The amount of the membership bond, annual dues and all other fees and assessments** 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 payment of the required registration fee. If the membership is closed, a wait list will be maintained by the Membership Chairman. All applicant names shall be entered on the wait list by the Membership Chairman in the order in which requests for membership, including any required fee, were received by postmark or electronically, and further by alphabetical order. As openings become available, the Membership Chairman will offer membership in the manner established by these Bylaws.

Section 4. Priorities. The only priority used to offer membership shall be the order in which the applicants' names appear on the waiting list, as defined in Section 3 above.

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 seventy five (375) families. Membership is considered full for purposes of bond refunds at 350.**

Section 6. Suspension of Member. (a) Any member 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 or one or more of its members. (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 via hard copy or email. A copy of such report shall be furnished via hard copy or email to the suspended member unless such member is not an adult member, in which case a copy of the report shall be furnished to an adult member of the family unit. **Upon review by a quorum of the Board, such suspension may be vacated prior to its conclusion.**

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 that are distributed to all members via email at the beginning of each pool season and are posted conspicuously at all times at the Club. (b) The Board shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club. (c) **Adult members are responsible for the behavior of minor children, Associate Members, and Childcare Provider Members included in their annual membership, as well as guests. Lifeguards, pool staff, and Directors of the Board may enforce rules on all classes of membership and guests. Questions related to enforcement of rules should be directed to the Pool Manager and/or the President of the Board.** (d) 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 unless given specific permission by a Director of the Board. (e) **The Corporation assumes no responsibility for property of members or guests brought into or left on the grounds of the Club and no claims for same can be filed against the Corporation or 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; Club **membership is considered full as defined in Article V Section 5.** 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, **fees and assessments** unless written notice of withdrawal is received by the Club prior to the due date for such notice as set forth by the Board in the notice of annual renewal. Requests for withdrawal from membership and refund of membership bond fee must be submitted in writing to the Club, **or submitted electronically via the membership database,** and shall be acted upon in the order of priority of mailing **or electronic submission** as shown by the postmark or **receipt as confirmed by email response to the member.** (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 by which annual dues are due as 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 Club membership is full. **A membership may remain on inactive status for one year periods and may be granted up to two years unless otherwise evaluated and agreed to by the Board.**

(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. **The bond will be refunded when resale has been accomplished as defined by Article V Section 8(a).**

## ARTICLE VI Committees

Section 1. **Ad hoc** Committees. The President may appoint, subject to confirmation by the Board, the following 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 Committee.

Section 2. Pool and Grounds Committee. To the extent delegated by the Board, the Pool and Grounds Committee shall: (a) exercise supervision of the pool and grounds; (b) attend to the improvement and maintenance of the pool, buildings, recreational area, operating equipment and grounds; (c) 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 **and regulations of the Club.**

Section 3. 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.

Section 4. Social 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 5. **Swim Team Committee.** The Swim Team Committee shall be responsible to the Board of Directors 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 Board and Finance Committee with an estimate of annual expenses and income. The Swim Team Representative shall be required to attend Board meetings as requested by the Board of Directors. The Swim Team Committee shall include the President of the Board of Directors or other Director as a voting member.

Section 6. **Dive Team Committee.** The Dive Team Committee shall be responsible to the Board of Directors and shall provide for the organization of the dive team, establish the qualification of the coaches and conduct the general business of the dive team, and provide the Board and Finance Committee with an estimate of annual expenses and income. The Dive Team Representative shall be required to attend Board meetings as requested by the Board of Directors. The Dive Team Committee shall include the President of the Board of Directors or other Director as a voting member.

Section 7. 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. **Accounts and Signature Authority.** 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 and President shall have account access and signature authority and sign or otherwise authorize 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 Club expects to receive in the Club's then current fiscal year. Alternatively, the Club may carry Fidelity and Crime insurance to protect the Club from losses due to theft and fraud by officers, members and employees.

Section 2. 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 fiscal 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 pursuant to the notice clause in Article XI, Section 1 no later than December 30th of each year. Comments by members regarding the budget shall be received by the Board no later than January 21. The budget as approved by the Board shall be submitted to the membership for adoption at the annual membership 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.

Section 3. 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 Board. The Board may grant an extension for payment of annual dues upon request of the member and showing of good cause, for not longer than 60 days after the due date. Such request will only be considered if received 14 days prior to the due date.

Section 4. Funding of Swim and Dive Teams. (a) Budgets and proposed funding and staffing of swim team and dive team shall be presented to the Board of Directors by the team Representatives no later than 14 days prior to the annual meeting. (b) All decisions pertaining to funding and spending of the funds allocated to the swim and dive teams must be approved by the Board of Directors.

Section 5. Refunds. There shall be no refunds except the refund of the membership bond as specified in Article V Section 8(a) of this document unless specifically approved by the Board.

Section 6. Delinquency. In case a member does not pay annual dues or other indebtedness by the due date, he is delinquent unless an extension is granted under Article VII Section 3 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 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 7. 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 assigned to the member at the time of the infraction.

Section 8. 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. A member shall pay or reimburse the Corporation for any damage to the property of the Corporation by the member, or that member's guests, within sixty days of the

incident. On the next business day following day sixty, the member's bond shall be subject to claim by the Corporation for any unsatisfied obligation to the Corporation, and the membership may not be renewed unless and until the bond is restored in full.

**Section 9. Accountant.** An external accountant may be appointed by the Treasurer with approval by the Board and perform defined duties at the pleasure of the Board. An accountant so appointed by the Board shall receive compensation based on agreed upon rates and services rendered. The accountant may not be a member of the Board, but may be a member of the Club. As directed by the Board, the appointed accountant or a separate accountant shall conduct periodic audits of the Club's books, at intervals no less frequently than every three years.

**Section 10. Bonding.** Bonding of Officers and Directors, or insurance of the Club against theft and fraud by Officers, Directors and employees shall be maintained at the expense of the Corporation in such amount and with such bonding or insurance company as shall be designated in by the Board in accordance with Article VII Section 1.

**Section 11. Reimbursements.** All reimbursements for expenses made for the needs of the Club shall be by check or electronic payment, signed and/or authorized as described in Article VII Section 1.

**Section 12. Dissolution of Corporation.** 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.

## **ARTICLE VIII Membership Meetings**

**Section 1. Annual Meeting.** (a) The annual meeting of the membership shall be held before April 1 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 thirty (30) days prior to the meeting date pursuant to the definition of Notice in Article XI and a list of all topics to be presented to the membership for consideration shall be available on the Club's website no later than fourteen (14) days before the meeting and may be emailed upon member request. (c) The notice shall also contain proxy ballots for use by members who are unable to attend the scheduled meeting. Any member not able to attend the meeting in person may complete and sign a proxy and mail or email it to the Club at the email address from which notice of the meeting was received. A proxy with an original signature (copies not allowed) or from a verifiable member email address 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 toward the quorum, or brought to the annual meeting in person by a member in good standing. A proxy given to a member in attendance may be subject to verification at or following the meeting. If a member who submitted a proxy attends the annual meeting, the Secretary will withdraw that person's proxy from consideration. (d) New business items should be submitted to the President and the Secretary from a member in good standing in writing or electronically no later than twenty (20) days prior to the annual meeting or five (5) days prior to other scheduled meeting.



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 at the special meeting except that for which the meeting was called.

Section 3. Voting. Only adult members shall be entitled to vote at membership meeting and each regular membership shall have one full vote. Any proxy held by an attending member must be reported and recorded prior to the start of the meeting.

Section 4. Quorum. Personal attendance by adult members, added to the total count of proxies 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, such meeting may, after the lapse of at least one-half hour, be adjourned to a subsequent date by vote of 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.

#### **ARTICLE IX Election of Board of Directors**

Section 1. Nominations. Nominations may 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.

Section 2. Voting. Each regular member 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 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 annual meeting or special meeting of the Membership as provided in Article VIII, Section 2.

Section 2. Approvals. Approval by two-thirds of the regular membership 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 3. Limitation on Methods. The Bylaws shall not be amended in any other manner.

## ARTICLE XI Miscellaneous

Section 1. **Notices.** When, 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 person or in writing by mail or to the email address on record as appears on the books of the Corporation, and such notice shall be deemed to be given at the time the communication is mailed or e-mailed.

Section 2. **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 3. **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 4. **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 5. **Member Contact Information.** It is the responsibility of each member to ensure that accurate contact information, including a phone number, mailing address and electronic (email) address, is included on the annual membership renewal form that is returned with the remittance for annual dues.

Section 6. **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 7. **Execution of Corporate Papers.** All written obligations of the Club other than checks shall be executed by the President, Vice President, or other persons authorized by the Board. 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 \$500.

Section 8. **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 or at a regularly scheduled Board meeting.

Section 9. **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 10. **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 11. 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 12. 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 13. 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.

Revised February 1993

Revised May 2005

Revised July 2015

Revised February 2019