

**CALVERTON**

**SWIMMING**

**CLUB, INC**

**BY-LAWS**

Revised By-Laws  
of  
The Calverton Swimming Club, Incorporated

*As Amended, Effective August 17, 1995*

**ARTICLE I - Name**

The name of this non-profit corporation is the **Calverton Swimming Club, Incorporated**, hereafter referred to as the "Club."

**ARTICLE II - Purposes**

The purposes for which the Club is formed are to organize and operate a membership facility exclusively for pleasure, recreation, and other non-profitable activities. No part of the net earnings of the Club may inure to the individual benefit of any member.

**ARTICLE III - Membership**

Section 1. Number of Memberships - The Club shall consist of no more than 600 memberships.

Section 2. Qualifications for Membership

A. A membership may be acquired only by an owner or lessee of a family residence within the general vicinity of the Club facilities.

B. In order to be considered for membership, a prospective member must:

- i. submit a written application in accordance with Club instructions
- ii. agree to accept the rights, privileges, duties and obligations as set forth in these By-Laws and the Club's rules and regulations.

C. Upon receiving notice that an application for membership has been approved, the prospective member shall promptly pay the refundable membership fee, as fixed by the Board of Directors, to the Club and take such other steps to become a member in good standing as are required by the Club.

D. In the event that there is a waiting list for membership, residents of Calverton shall be given priority. Calverton is defined as that area bounded by relocated Randolph Road (Cherry Hill Road); U.S. Route 29; Bexley Road and the East Fairland Park property; Fairland Road; Briggs Chaney Road to the end of that portion of development known as the Marker Addition to Calverton; the property lines behind the Marker Addition, Chase Terrace, and Flint Rock Drive; I-95; Powder Mill Road; and the Great Oaks Center.

E. No person shall be denied membership for reasons of sex, race, creed, color, or national origin.

Section 3. Ownership of Membership - Each membership shall be issued in the name(s) of the owner(s) or lessee(s) of the family residence upon payment of the entire membership fee.

Section 4. Definition of Membership Unit - All persons who permanently reside in the family residence with the owner(s) or lessee(s) or, who are their dependents shall constitute a membership unit.

Section 5. Types of Membership

A. A regular membership is one that has:

- i. satisfied all the qualifications of section 2 of this Article: and
- ii. paid in full the refundable fee or has otherwise purchased a membership as described in Section 6A of this Article.

B. Associate membership is available to adult, unmarried children of regular members in good standing, when those children no longer live in the same residence as the regular member. Associate members are required to pay annual dues as established by the Board of Directors, but are not required to pay initiation or application fees. An Associate member may hold Club office. An Associate member does not have a separate vote in matters before the Club membership, but may cast the vote of the Regular Membership Unit.

C. Special membership is one that may be established and made available by the Board of Directors only in the event that there are fewer than 600 regular members in good standing. Special membership classifications include:

- i. Installment Membership - one that qualifies under Section 2 of this Article, but elects to purchase a membership over a period of time and in such installments as established by the Board of Directors, provided that if said installment payments as agreed upon are not timely made, then money already paid is forfeited and the membership is terminated;
- ii. Seasonal Membership - one that qualifies under Section 2 of this article but elects to pay a non-refundable seasonal fee established by the Board of Directors in lieu of purchasing a membership and paying annual dues.

D. Other - such other types of membership that the Board of Directors determines are in the best interest of the Club.

Section 6. Sale and Transfer of Membership

A. A member has the right to sell, give, or temporarily transfer his/her membership or to have the Club sell or temporarily transfer the membership, provided the following conditions are met:

- i. the membership owner notifies the Club secretary of his/her intent in writing;
- ii. the sale, disposal, or temporary transfer is subject to approval by the Board of Directors;
- iii. the new membership owner or holder agrees in writing to accept the rights, privileges, duties, and obligations as set forth in the Club By-Laws and its rules and regulations; and
- iv. the new membership owner or holder qualifies under the conditions of Section 2 of this

article, except that:

- (a) in the case of a temporary transfer, no refundable membership fee need be paid by or for the temporary transferee, and
- (b) in the case that the Club is not the Agent for a sale transaction, the amount of the fee paid for the membership rests with seller and buyer.

B. It is the responsibility of the Board of Directors of the Club to develop and administer a reasonable and equitable procedure for sale or transfer of memberships to protect the interest of the selling or transferring owner.

C. The Club shall act as agent of a member applying to terminate his/her membership at the written request of that member; but the Club shall have no obligation to re-purchase that membership.

D. In the event that a member desires to temporarily transfer rights of usage of his/her membership to another person, the member may do so in conformity with section 6A of this Article, provided that the regular member shall be responsible for payment of all dues and special assessments. The regular member retains voting rights during the period of temporary transfer.

#### Section 7. Membership in Good Standing and Payment of Dues or Assessments

A. Membership in good standing shall be defined as membership with no financial or other obligation to the Club outstanding.

B. A member shall pay all dues and assessments promptly in accordance with the terms of a notice provided to the members by the Club. Failure to pay any dues or assessments shall be grounds for suspension or expulsion in accordance with Section 9 of this article.

#### Section 8. Use of the Club Facilities

A. The use of the Club facilities shall be limited to members in good standing and those persons belonging to their membership units, and to paid guests, in accordance with such regulations as may be established by the Board of Directors.

B. Guest privileges shall be extended in accordance with rules established by the Board.

#### Section 9. Suspension and Revocation of Membership

A. Privileges of members who do not comply with provisions of these By-Laws and/or the rules and regulations governing the use of the Club's facilities will be subject to suspension or revocation of the membership as may be established by the Board of Directors, subject to the following provision: an individual or an entire membership unit suspended for a period exceeding three (3) days or expelled has the right to a prompt hearing by the Board of Directors upon written request of that member, and any final action shall require a majority vote of the Board.

B. Failure to pay annual dues on or before the date of pool opening will automatically cause membership privileges to be suspended until such dues and any late fee are paid.

C. Failure to pay annual dues for a period of six (6) months after first due may be cause for expulsion.

D. In case of revocation of membership, the Club is authorized to sell that unit's membership pursuant to the provisions of Article II, Section 6A, for not less than the fees set by the Board and to refund the monies received, less dues in arrears and/or less any other outstanding obligations of the member to the Club.

E. A person whose membership has been revoked may be reinstated by a majority vote of the members of the Club present and voting at a duly called special or regular meeting, after an opportunity to be heard at such meeting has been granted to the former member and to a representative of the Board of Directors. A member may be reinstated only upon full payment of all monies in arrears, returning the member to the status quo prior to the expulsion.

#### **ARTICLE IV - Membership Meetings**

Section 1. Regular Meetings - Regular meetings of the members of the Club shall be held twice yearly at such place and time and on such date as the Board of Directors shall designate and announce. The election of Directors shall take place at the last regular meeting.

Section 2. Special Meetings - Special meetings may be called at any time by a majority vote of the Board of Directors. Special meetings may also be called by no fewer than ten (10) percent of the total of regular members in good standing and shall be held within thirty (30) days of the receipt by the Board of Directors of such written request.

Section 3. Notice of Meetings - At least fifteen (15) days before the date of any regular or special meeting, the Secretary shall mail notice thereof to each regular member in good standing to the address of the member as it appears on the records of the Club. For special meetings, these notices shall indicate the purpose of the meeting; no other business may be transacted at that meeting.

Section 4. Quorum - At a regular or special meeting, five (5) percent of the total regular membership in good standing of the Club shall constitute a quorum.

Section 5. Participation in Proceedings of the Club - Only regular membership owners in good standing may participate in the proceedings of the Club.

#### **Section 6. Voting**

A. Each regular membership shall entitle its owner, or one of its owners, in good standing, to one vote in the proceedings of the Club.

B. In the event that a regular membership owner is unable to vote in person, the member may vote by designating a proxy, who shall also be a regular member and who shall vote in the stead of the

designated member.

C. An absentee ballot may be cast by an absent membership owner upon specific proposals, resolutions, or amendments to the By-Laws when such absentee balloting is specifically authorized by the Board of Directors. The Secretary shall transmit to that member an absentee ballot, in such form as is prescribed by the Board. The completed ballot must reach the Secretary on or before the day and time prescribed by the Board for taking of the vote.

D. Absentee ballots shall be provided for in all elections of Directors.

## **ARTICLE V - Directors**

Section 1. Management of the Club - The Board of Directors shall manage the affairs of the Club, fix the date and place of the meetings, make recommendations to the Club, and shall perform such other duties as are specified in these By-Laws.

Section 2. Size of the Board of Directors - The Board of Directors shall consist of nine (9) regular or associate members of the Club in good standing.

### Section 3. Election of the Board of Directors

A. Five (5) Directors shall be elected in the even-numbered years, and four (4) in the odd-numbered years. Each Director shall serve a term of two years commencing on the day following his/her election.

B. When it appears that there will not be a sufficient number of qualified persons running for vacant Board positions, a nominating Committee shall be appointed by the President, subject to the approval of the Board of Directors. The Committee shall consist of five (5) regular members in good standing of the Club.

C. Nominations shall be made in accordance with the following provisions:

- i. Any regular member nominated by another regular member for the office of Director must concur in such nomination, secure the endorsement of five other regular members, and file the nomination with the Secretary of the Club not less than seven (7) days before the day of the meeting at which the elections will be held.
- ii. Nominees not nominated by the Nominating Committee shall be listed on the ballot in alphabetical order below the candidates submitted by the Nominating Committee.

Section 4. Mid-term Vacancies on the Board of Directors - Board vacancies occurring mid-term shall be filled by appointment of the President subject to the approval of a majority of the Board of Directors.

### Section 5. Removal of Directors

A. A director may be removed from office by a two-thirds vote of the entire Board of Directors if

he/she fails to attend three (3) consecutive meetings of the Board or otherwise fails to perform his/her duties.

B. A Director who has been removed under this section may request reinstatement at a special meeting called for that purpose, pursuant to Article IV, Section 2, and at which both the deposed Director and the Board have an opportunity to be heard. A two-thirds vote of the members present is necessary for reinstatement.

#### Section 6. Meetings

A. The Board of Directors shall meet regularly to conduct the Club's affairs. The President may call special meetings of the Board at any time, and a special meeting shall also be called at the request of three (3) Directors. The time and place of each meeting shall be fixed by the president.

B. A majority of the Board of Directors shall constitute a quorum for any meeting.

Section 7. Specific Duties of Directors - The duties of the Directors shall include, but not be limited to, such actions as:

A. Transaction of the Club's business, including the construction, maintenance, and repair of the Club's facilities;

B. Establishment or regulation of annual dues, fees for guests, and fees for any other Club activity and concessions;

C. Establishment, publication, and enforcement of rules and regulations for the use of the club's facilities;

D. Preparation and distribution to members of a statement of the Club's financial condition and a proposed budget;

E. Obtain an annual independent audit/review of the Club's books and records.

### ARTICLE VI - Officers

Section 1. Officers - The Officers of the Club shall be drawn from members of the Board, and shall include a President, First Vice President, Second Vice President, Treasurer, Assistant Treasurer, Secretary, and Assistant Secretary. The Board of Directors shall choose members to hold office. Officers shall hold office until the next regular election of officers. No person shall hold more than one office at a time.

#### Section 2. Duties of Officers

A. The President shall:

i. preside at all meetings of the members and at all meetings of the Board of Directors;

- ii. with the authority provided by the Board of Directors, the President will perform the duties normally associated with the principle executive officer of such an organization;
- iii. will oversee the transaction of the Club's business.

B. The First Vice President shall:

- i. exercise all the powers, authority, and duties of the President during the absence or disability of the latter;
- ii. perform such duties as prescribed by the President and the Board of Directors.

C. The Second Vice President shall:

- i. exercise all powers, authorities, and duties of the President in the absence or disability of both the President and the First Vice President;
- ii. perform such duties as prescribed by the President and the Board of Directors.

D. The Treasurer shall:

- i. maintain custody of all funds, securities, valuable papers and other assets of the Club, subject to such limitations and control as may be imposed by the Board of Directors;
- ii. perform such duties as required to conduct the Club's financial business.

E. The Assistant Treasurer shall:

- i. exercise all powers, authority and duties of the Treasurer during the absence or disability of the latter;
- ii. perform such duties as prescribed by the Board of Directors.

F. The Secretary shall:

- i. serve as Recording secretary;
- ii. prepare and maintain full records of all meetings of the Board of Directors and of the Members of the Club;
- iii. serve as Corresponding Secretary and maintain a file of all correspondence;and
- iv. perform such duties as prescribed by the Board of Directors.

G. The Assistant Secretary shall;

- i. exercise all the powers, authority, and duties of the Secretary during the absence or

disability of the latter;

ii. perform such duties as prescribed by the Board of Directors.

### Section 3. General Duties of Officers

A. When any officer is absent, disqualified or otherwise unable to perform the duties of his/her office, the Board of Directors may designate another Director to act temporarily in his/her place.

B. All officers at the expiration of their term of office shall deliver promptly to their successors all books, papers, and other property in their possession belonging to the Club.

Section 4. Removal - Any officer of the Club may be removed from office by majority vote of the directors present at a meeting of the Board of Directors specifically called for that purpose, provided that previous notice that such motion will be made is given prior to such meeting and provided that the officer is given an opportunity to be heard.

Section 5. Compensation - The annual dues of each member of the CSC Board of Directors will be forgiven in exchange for services rendered to the Club. No other compensation will be awarded to members of the Board.

[Amended. August 17, 1995]

## ARTICLE VII - CLUB PROPERTY AND FINANCES

Section 1. Club Funds - Within a reasonable length of time after their receipt, funds of the Club shall be deposited in an account of an institution whose deposits are insured by an agency of the United States Government. The funds of the Club may be invested in obligations of the United States Government or the State of Maryland. The funds may not be lent to or deposited in or invested with any officer, director, or member of the Club or with any other person or agency.

Section 2. Disbursements - All disbursements of funds of the Club shall be made by checks signed by either the Treasurer or the Assistant Treasurer, together with either the President or First Vice President. However, the Board of Directors may by resolution provide for the establishment of a petty cash fund for defraying miscellaneous expenses of the Club.

Section 3. Liability Insurance - The Club shall obtain, or cause to be obtained, reasonable and prudent liability insurance to protect the Club and its individual members.

Section 4. Indemnification of Officers and Directors - The Club shall indemnify its directors and officers against all liabilities and damages, including expenses actually and necessarily incurred, whether during or after holding office, which may arise in connection with the conduct of the Club's business; provided, however, that such indemnification shall not be made to the extent that such liabilities, damages, or expenses are caused by gross negligence or willful misconduct of the director or officer claiming the indemnification.

Section 5. Replacement Fund - Any monies obtained from dues or assessments paid by regular and special members and designated by the Board for deposit in a Replacement Fund shall only be

used to finance major repairs to, or replacement of, existing facilities. The Board of Directors shall provide, as part of their annual report, a complete accounting of all additions to and withdrawals from this fund. Each year, based on the past year's withdrawal from the fund and anticipated expenditures for replacement in the upcoming budget years, the Board shall set aside a reasonable and prudent amount for major repair or replacement of Club facilities.

Section 6. Special Assessments - Special assessments may be assessed against each regular and installment member, provided that such assessment is approved by a majority vote of the members present and voting at a regular membership meeting or a special meeting called for that purpose.

Section 7. Damage to Club Property - A member shall be responsible for all property damage caused by himself, members of his membership unit, or any guests of his membership unit.

### **ARTICLE VIII - GENERAL**

Section 1. Inspection of Records - Upon request made in writing to the Secretary, any regular member of the Club may inspect any and all books of accounts, minutes of meetings, committee reports, and other records of the Club at such reasonable time or times as may be agreed upon between the member and the custodian of the requested documents.

Section 2. Complaints and Suggestions - Complaints and suggestions of members shall be made in writing to the Secretary, who shall present them to the appropriate committee or to the Board of Directors for such investigation and action as may be deemed appropriate.

Section 3. Parliamentary Authority - The rules contained in the current edition of Robert's Rule of Order Newly Revised shall govern the procedures of the Club in all cases to which they are applicable and in which that are not inconsistent with these By-Laws and any special rules of order the Club may adopt.

Section 4. Principal Office - The principal office of the Club shall be at the residence of the President of the Club.

### **ARTICLE IX - AMENDMENTS TO BY-LAWS**

Section 1. - Amendments may be proposed either by the Board of Directors or by a petition (1) signed by at least ten percent of the regular membership and (2) filed with the Secretary.

Section 2. - If the amendments are proposed by petition the Board of Directors shall provide the members with its recommendation on how to vote on the proposed amendments. The Board of Directors shall put such proposed amendments to the vote of the membership within sixty days after receipt thereof.

Section 3. - Proposed amendments and notification of voting procedure must be mailed to each member by the Secretary at least 15 days prior to the vote on those proposed amendments.

Section 4. - Voting on proposed amendment to the By-Laws may be conducted by mail, at a regular meeting, or at a special meeting called for that purpose as the Board of Directors, in its

discretion, may determine.

Section 5. - Amendments to these By-Laws shall require the affirmative vote of a majority of the ballots cast.