

**CALVERTON
SWIMMING
CLUB, INC**

BY-LAWS

**APPROVED BY THE MEMBERSHIP AND
EFFECTIVE JULY 1, 2014**

Revised By-Laws
of
The Calverton Swimming Club, Incorporated

*Effective December 1, 1993; Amended Aug 17, 1995; Sep 1, 2013;
Revised July 1, 2014*

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 private 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 accepted by the Membership Committee, the prospective member shall promptly pay the membership fee, as fixed by the Board of Directors, to the Club or to the member disposing of the membership, and/or 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 the northern property line of Riderwood Village; Gracefield Road to Calverton Boulevard; all homes on both sides of Gracefield Road west of Calverton Boulevard, Mylott St and O’Fallon St.; Cherry Hill Road, U.S. Route 29; the property lines of the homes on the north side of McHenry Drive and Bexley Terrace; the western boundary of Calverton–Fairland Park; Fairland Road; Briggs Chaney Road to the end of the property lines of the homes on the east side of Dunnington Road, Chase Terrace, and the north side of Flint Rock Drive; I-95; Powder Mill Road; and Beltsville Drive to the northern property line of Riderwood Village.

E. No person shall be denied membership for reasons of gender, race, creed, color, sexual orientation, domestic relationship, or national origin.

F. All prospective members who have met all requirements for membership must be approved for membership by a majority vote of the Board of Directors at a regular or special meeting of the Board, or at a regular or special meeting of the General Membership.

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) shall constitute a membership unit. Proof of residency may be required, at the discretion of the Board of Directors, for any person listed as part of the 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 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. 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 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 special assessments. The temporary member shall be responsible for the payment of all annual dues. 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 revocation 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, Revocation, Expulsion, and Reinstatement of Membership

A. Definitions:

i. SUSPENSION is the action to temporarily remove the usage and voting privileges of a member

ii. REVOCATION is the action to permanently remove a membership unit because of nonpayment of dues or assessments.

iii. EXPULSION is the action to permanently remove a membership unit because of severe or repeated violations of the Club's rules by members or guests of a membership unit.

B. SUSPENSION: 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, or expulsion, as may be determined by the Board of Directors, subject to the following provision:

i. An individual or an entire membership unit suspended for a period exceeding three (3) days 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.

ii. 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. REVOCATION: Failure to pay annual dues for a period of six (6) months after the date of pool opening is cause for revocation of the membership.

i. 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.

ii. A membership unit that has been revoked may be reinstated only upon full payment of all monies in arrears, returning the member to the status quo prior to the revocation.

D. EXPULSION: Any membership unit that is to be considered for possible expulsion is entitled to due process by being notified by confirmed delivery of written notice of the date, time, and location of the meeting of the Board of Directors to consider the expulsion, along with the reason(s) for such consideration, at least fifteen (15) days prior to the meeting.

- i. the member being considered for expulsion has the option to be represented by counsel.
- ii. the presence of the member at the meeting is not required, and shall not be considered as a factor by the Board of Directors.
- iii. a membership unit that has been expelled 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. The person requesting such a meeting shall be responsible for the advance payment of any costs associated with the conduct of the meeting. If the membership unit is reinstated, the Club shall reimburse those costs.
- iv. a membership unit that has been expelled shall not be entitled to be reimbursed for any portion of its annual dues for the current year. Further, an expelled member shall be given a period of six months from the date of expulsion to dispose of the membership unit, after which time the unit shall revert to the ownership of the Club. The Board of Directors shall have no obligation to assist the expelled member in the disposal of the membership other than the administration of the transfer of the membership.

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 send notice thereof to each regular member in good standing to the e-mail address of the member as it appears on the records of the Club. Notice to those members who specifically request notification via USPS shall be sent to the mailing address of the membership unit as it appears on the record of the Club. For special meetings, these notices shall indicate the purpose of the meeting; no other business may be transacted at that meeting. For all meetings, notice of the meetings shall also be posted on the Club's web site and at the Club during the operating season.

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.

E. Voting for elections of members of the Board of Directors (Article V, Section 3), Amendments to the By Laws (Article IX), or any other question that must be presented to the entire membership shall be conducted by members in attendance at a regular or special meeting called for that purpose, by U.S. Mail, by use of the internet, or by any combination of these methods, as the Board may determine. The questions to be presented and the method of voting shall be sent to each member at least 15 days prior to the final date of voting. Any ballot mailed or delivered to the Club, as long as time limits and deadlines are met, shall negate and take priority over an electronic ballot from the same membership unit. Duplicate ballots mailed or delivered to the Club shall cancel each other, and not be counted. *(Added by amendment 09/01/2013)*

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. At least 15 days notice of the filing deadline shall be provided to all members of the Club.

ii. All nominees for election shall be listed on the ballot in random order.

iii. In the event there is a number of nominees that is equal to or less than the number of Board vacancies occurring in any year, ballots do not need to be sent to Club members. Rather, a motion will be in order at the appropriate General Membership Meeting to direct the Secretary to cast a unanimous ballot for all nominees. In the event the number of nominees is less than the number of vacancies, those vacant positions shall be filled as provided by Section 4 of this Article.

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. In fulfilling this requirement, the President and/or the Board of Directors may advertise the vacancy by whatever means they determine to be most effective, and may require candidates to appear before the Board to present their interest in serving.

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 Membership 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 independent audit/review of the Club's books and records every four years, or upon a change of incumbent Treasurers, whichever occurs first, or more frequently if the Board of Directors determines the need to do so.

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.

Section 2. Duties of Officers (continued)

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.*[Amendment 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 – Except as provided elsewhere in this section, 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. Further, the Board of Directors may authorize the Treasurer to pay routine and recurring bills via electronic fund transfer or other expeditious means provided that the details of such transactions are reported to the Board monthly and recorded in the minutes of regular Board meetings.

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 any member of the Board of Directors, who shall forward them 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

(Former Sections 3 and 4 deleted by amendment 09/01/2013)

Section 3. - Amendments to these By-Laws shall be voted upon by the membership as provided in Article IV, Section 6, Paragraph E of these By Laws, and shall require the affirmative vote of a majority of the ballots cast.