

The Mt. Washington Swimming Club, Inc.  
2300 Enslow Drive  
Baltimore, Maryland 21209  
EIN: 52-0908170

MOUNT WASHINGTON SWIMMING CLUB. INC.

BY-LAWS

ARTICLE I – NAME AND PURPOSE

- Section 1. The name of this Corporation shall be the Mount Washington Swimming Club, Inc.
- Section 2. The Club is organized for the purpose of providing a recreational facility for residents of Mount Washington.
- Section 3. The facilities and activities of the Club shall be at all times subject to (1) the “Agreement of Restrictions” made between the Mount Washington Swimming Club, Inc., The Wesley Home, Inc., and Eli Frank, Jr. and Amy H. Frank, dated April 15, 1970, as amended from time to time; and (2) the agreement between the Mount Washington Swimming Club, Inc. and the Mount Washington Improvement Association, Inc., dated March 3, 1970. Said agreements deal with restrictions on hours of operation of the facility; limitations on the number of memberships; limitations on parking facilities, lighting and fences; noise control; restrictions on the use of alcoholic beverages; and non-profit status of the Club. Said agreements may be found filed in the Land Records of Baltimore City and with the official records of the Club, copies of which may be examined by any member of the Club at any reasonable time. Nothing in these By-laws shall be construed to contradict anything in the aforesaid agreements, nor shall there be any amendment to these By-laws which shall contradict said agreements,

ARTICLE II – MEMBERSHIP

- Section 1. Membership in the Club is open to residents of Mount Washington, the boundaries of which shall be the same as those defined by the Mount Washington Improvement Association.

Membership in the Club is also open to non-residents of Mount Washington (“non-residents”), subject to the terms and conditions set forth in this Article II, Section 1.

Any members of the Club who are both non-residents on the date of adoption of these By-laws and who were charter members of the Club from outside the Mount Washington community may retain their membership. When such non-residents either resign or retire from the Club, they shall be replaced only by Mount Washington residents.

Except as set forth in the immediately preceding paragraph, the Club may make no more than 50 memberships available to non-residents at any given time. Subject to the limitations set forth in the following paragraph of this Article II, Section 1, non-residents who become members of the Club shall have all of the rights, privileges, obligations, and responsibilities of a member who is a resident of Mount Washington.

Any provision of these By-laws to the contrary notwithstanding, whenever (i) the membership of a non-resident member terminates or (ii) a non-resident member is expelled, the Secretary shall review the Club’s waiting list. If one or more residents of Mount Washington are determined to be on the waiting list, the Secretary shall so notify the officers, and the Club shall grant a membership to the resident of Mount Washington whose application has been on file with the Secretary for the longest period of time as determined by the postmarked date of the applications on file.

Section 2. A “membership” in the Club maybe granted (1) jointly to a husband and wife who head a household; (2) to a single individual who heads a household; or (3) to a single individual. Memberships shall be granted only upon payment of the full subscription dues. There shall be no partial memberships.

Section 3. Upon notification of acceptance for membership, a member shall pay a one-time subscription fee for membership in the Club of \$700.00. In addition, there shall be a service charge assessed to all new members which shall be established by the Board of Directors from time to time. The service charge is a non-refundable, one-time charge.

Section 4. The annual dues shall he established annually by the Board of Directors, and notice of the dues shall be mailed to all members by the end of March.

Section 5. For purposes of these By-laws a “member in good standing” is one who is a member of a family unit as defined herein, having paid the required

subscription fee and whose annual dues and any other charges or assessments set by the Club have been paid in full.

Section 6. The maximum number of memberships shall be that number of members as set forth in the agreements defined in Article I, Section 3. The Board of Directors shall have the discretion to set the number up to the maximum. A new maximum must be in accord with Article I, Section 3, and must be approved by a majority of the members who are present in person or by proxy at the June or October Membership Meeting (Art. III, Sec. 1). The members must receive advance notice of such proposed change in accord with Article III, Section 3.

Section 7. All persons within the family unit shall be afforded the use of the facilities of the Club subject to the Club's Rules and Regulations. Persons deemed to be within the family unit are spouses and unmarried children under 30 years of age residing in the household of the member.

Section 8. Application for membership in the Club shall be made in writing to the Secretary who shall maintain a waiting list of such applicants in chronological order according to the postmarked date of application. At the request of a person whose name appears on the waiting list the Secretary must disclose to him his position on the waiting list

Section 9. Termination of Membership:

(a) Unpaid dues and guest fees shall be deducted from the subscription fee whenever a membership terminates.

(b) Upon the divorce of a husband and wife who are members in good standing, the Club shall return to them the subscription fee without interest. (1) If only one of the divorced spouses wishes to remain a member of the Club, that spouse may then be issued a new Membership upon payment to the Club of \$700.00 and without regard to Section 8 of this Article; (2) If both spouses wish to remain members of the Club, two (2) new Memberships shall be issued, upon receipt of a full subscription fee and annual dues from each of the divorced spouses; that is, each of the divorced spouses shall now constitute a separate membership and shall be subject to a full subscription fee and full annual dues. In such case that both divorced spouses wish to retain membership in the Club, Section 6 of this Article shall be disregarded.

(c) Upon the death of a single individual who holds a Membership or the last surviving spouse within a joint membership, title to the membership

shall forthwith revert to the Club without endorsement or other act by the representative of such deceased member's estate. The membership subscription fee of \$700.00 shall be payable to the deceased member's estate without interest upon receipt by the Club of a subscription fee from a new member, and all outstanding dues and guest fees have been paid. Unpaid dues and guest fees will be deducted from the subscription fee.

(d) Upon the resignation of a member from the Club for any other reason whatsoever, such person shall be entitled to receive the membership subscription fee of \$700.00 without interest – provided, however, that payment of a subscription approved by the Club has been received from a new member, and all outstanding dues and guest fees have been paid. Unpaid dues and guest fees will be deducted from the subscription fee.

(e) Upon the final dissolution of the Club, holders of Memberships then outstanding shall be entitled to share equally in the assets of the Club available for distribution, after payment of all claims and charges against the Club.

Section 10. Membership shall be non-negotiable and non-transferable. No membership shall be effective unless and until the subscription fee with respect thereto has been paid in full.

### ARTICLE III – MEETINGS

Section 1. There shall be two meetings of the membership each year, one to be held in June and the other to be held in October. (The Board at its discretion may decide to hold these meetings at a later time, except that one meeting must be held between Memorial Day and Labor Day in each calendar year, and one meeting must be held between Labor Day and the following Memorial Day.) Both of these meetings shall be general meetings; that is, open for the transaction of any business within the powers of the Corporation without special notice of such business, except as specifically required by these By-laws.

There shall be no proxy vote taken on any issue at these two general meetings except in the case of specific proposals for which there has been due notification of the membership in accord with Section 3 of this Article. At both meetings there shall be such committee reports as are appropriate. Proposed amendments to these By-laws, subject to the limitations and procedures set forth in Article I, Section 3; Article III, Section 3; and Article VII, Section 5, shall be on the agenda.

At the June meeting, the President shall report on plans for the coming season and shall announce the names of the Nominating Committee for the October elections. At the October meeting, the election of Directors and Officers shall take place, and the Treasurer shall present the annual financial report.

- Section 2. The President and Secretary shall call special meetings of the membership at (1) the discretion of the President; (2) the written request of a majority of the members of the Board of Directors; or (3) the written request of at least twenty-five (25) memberships in good standing (constituting 25 votes as defined in Section 6 below). Such written request for a special meeting shall state the purpose of the meeting. No business other than that for which a special meeting has been called shall be transacted at any special meeting of the membership.
- Section 3. Notice of the time and place of every regular or special meeting of the membership and of the business to be acted upon in the case of special meetings shall be mailed by the Secretary, or the officer performing his duties, at least ten (10) days before the meeting, to each member at his post office address as it appears on the records of the Club.
- Section 4. At least ten (10) days before a meeting when election of Directors and Officers shall take place, a complete and current alphabetical list of the members in good standing shall be prepared by or for the Secretary and filed with the Secretary of the Club and shall, for said ten (10) days and during the election, be open to examination by any member at any reasonable time.
- Sections. At any meeting of the membership of the Club, the presence in person or by proxy of 12% of members in good standing (constituting 12% of votes as defined in Section 6 below) shall be sufficient to constitute a quorum for the transaction of any business – except that in the absence of a quorum, the majority of the members present in good standing may adjourn the meeting. The President shall reschedule such adjourned meeting and the membership shall be notified of such rescheduled meeting in accordance with Section 3 of this Article. Any business originally notified for the adjourned meeting may be transacted at the rescheduled meeting.
- Section 6. At every meeting of the membership, each member in good standing shall be entitled to one vote; that is, in a joint membership, if both spouses are present, each shall be entitled to 1/2 vote; if only one spouse is present,

he/she shall be entitled to a full vote. A single head of a household or single individual shall be entitled to a full vote.

Section 7. A majority of the members present in person or by proxy and entitled to vote at a duly qualified meeting shall have the power to act.

Section 8. Voting shall be by show of hands, except that any fifteen (15) memberships in good standing (constituting (15) votes as defined in Section 6 of this Article) present at any meeting of the membership shall have the right to demand voting by written ballot on any issue.

#### ARTICLE IV – SUSPENSION AND EXPULSION OF MEMBERS

Section 1 . The Board of Directors shall have the exclusive authority to suspend or expel members, and such authority shall not be delegated to any committee, provided, however, that the Board of Directors may authorize the manager of the facility to suspend members for periods of twenty-four hours (24) or less for breach of conduct as specified in the Club’s Rules and Regulations.

Section 2. Any request to suspend or expel a member from the Club under Section 5 of this Article shall be made in writing to the Board of Directors and signed by the complainant. The Board of Directors shall meet for the purpose of considering such request within one week upon receipt of such request.

Section 3. A majority vote of the Board shall be necessary and sufficient to suspend a member. Eighty (80) percent of the Board shall be necessary to expel a member.

Section 4. Any member being considered for suspension or expulsion by the Board shall be notified and shall be given an opportunity for a hearing.

Section 5. Violation of any Club rule, after notice, malicious destruction of property, or acts endangering the safety of others may be cause for suspension or expulsion.

Section 6. Failure to pay any bill rendered by the Club within thirty (30) days may be cause for suspension; and failure to pay such bill within sixty (60) days may be cause for expulsion.

Section 7. The reinstatement of a member who has been suspended shall be decided by a majority vote of the Board of Directors, who shall prescribe conditions of reinstatement.

Section 8. Upon the expulsion of a member, the member shall be entitled to receive the membership subscription fee of \$700.00 without interest, provided, however, that payment of a subscription approved by the Club has been received from a new member. Unpaid dues and guest fees shall be deducted from the subscription fee.

#### ARTICLE V – BOARD OF DIRECTORS

Section 1. The business and affairs of the Club shall be managed by a Board of not less than nine (9) and not more than fifteen (15) elected Directors, all of whom shall be members of the Corporation. Election of Directors shall take place at the October meeting of the membership and ballots shall be cast by members in good standing and entitled to vote at such elections.

Section 2. Each elected member of the Board of Directors shall serve for a term of three (3) years commencing on the date of his/her election and ending on the date of the October meeting three (3) years after his/her election. The number of Directors elected each year shall be not less than three (3) and not more than five (5), except that at the first October meeting of the membership following the adoption of these By-laws, the membership shall elect three (3) Directors for a term of one (1) year, three (3) Directors for a term of two (2) years, and three (3) Directors for a term of three (3) years; each such term shall commence on the date of the election and expire on the date of the October meeting one, two or three years thereafter, as the case may be. The term of all Directors who hold office at the time of the adoption of these By-laws shall expire on the date of the first October membership meeting thereafter, in order that the foregoing may be executed, but said Directors may be re-elected.

Section 3. Candidates for the Board of Directors shall be nominated in the following manner: At least ten (10) days prior to the June meeting of the membership, the Board of Directors shall appoint a Nominating Committee of five (5) members of the Club, not more than one of whom may be an outgoing member of the Board of Directors. The Board shall designate one (1) appointee to serve as Chairperson of the Committee. The names of those appointed to the Nominating Committee shall be announced to the membership at the June meeting. Each member of the

Nominating Committee shall receive from the Secretary a complete list of all members of the Club in good standing. Any member of the Club may recommend nominees to the Committee for their consideration.

The Nominating Committee shall prepare each year a slate of not less than three (3) and not more than five (5) nominees for election to the Board of Directors, together with nominees, if any, to fill the unexpired terms of vacated directorships as set forth in Section 3 of this Article, except that for the election to take place at the first October meeting following the adoption of these By-laws the Nominating Committee shall nominate three (3) persons for a term of one (1) year, three (3) for a term of two (2) years, and three (3) for a term of three (3) years. The Nominating Committee shall also nominate a slate of officers for the Club; that is, President Vice-President, Secretary and Treasurer. Such nominations shall be reported in the notice to the membership of the October meeting, as provided in Article III, Section 3 of these By-laws. Further nominations may be made from the floor at the October meeting of the membership, and must include a specification of the term of office for which the nomination is being made. Any candidate nominated from the floor shall be present or shall have indicated his intention to accept a directorship or office if elected. The Board of Directors shall cause the names of the Nominating Committee's slate of candidates to be printed on a ballot along with blank spaces provided for candidates who may be nominated from the floor. Said ballot shall constitute the official ballot to be voted on at the October meeting.

Section 4. Meetings of the Board of Directors shall be held at times fixed by resolution of the Board or upon call of any two (2) Directors. There shall be a minimum of two (2) Board meetings each year. The Secretary, or officer performing his/her duties, shall give notice at least two (2) days in advance to each Director by telephone or in writing to his/her residence or business address, of the day, hour and place of all meetings of the Board of Directors, except that a meeting may be held without notice immediately after the annual election. Notice need not be given of regular meetings held at times fixed by resolution of the Board.

Section 5. A majority of the members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority of Directors present at any such meeting shall be necessary and sufficient to act.

- Section 6. At the first meeting of the Board of Directors following the October election, the Board shall elect from among its members the Chairpersons of the standing committees listed in Article VII of these By-laws.
- Section 7. The Board of Directors shall have the power to establish whatever standing committees it deems advisable, appoint their Chairperson, and to define their duties.
- Section 8. The Board of Directors shall have no power to authorize the payment of compensation to Directors for services to the Club, including fees for attendance at meetings of the Board of Directors and of other committees.
- Section 9. The business and property of the Club shall be conducted and managed by its Board of Directors, except that:
- (a) No single capital expenditure shall be made by the Board of Directors in excess of \$5,000.00 in any year unless approved by a vote of a majority of the members in good standing, present in person or by proxy, at any June or October meeting or at any special meeting called for that purpose.
  - (b) The Board of Directors shall not obligate the Club in any way for a period of more than one (1) year without the approval of a majority of the members in good standing who are present in person or by proxy, at the June or October meeting or at any special meeting called for that purpose.
- Section 10. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Club. All checks and drafts against such deposited funds shall be signed by any two of the following: President, Vice-President, Treasurer and Secretary. No checks shall signed in blank.
- Section 11. At least ten (10) days in advance of each October meeting of the membership, the Board of Directors shall send to each member a report of the income and expenses of the Club for the preceding fiscal year.
- Section 12. The Board of Directors shall keep a record of all its resolutions bearing on the operating policy and procedure of the Club in a special "List of Procedures" which shall be kept by the Secretary and which shall be available to the Board and the members at all reasonable times.
- Section 13. All Board meetings shall be open to the membership. The minutes of all meetings of the Board of Directors shall be available at any reasonable time for inspection by any member in good standing.

Section 14. Any Director may be removed at any meeting of the membership called for the purpose, by a 2/3 majority vote of all members in good standing present in person or by proxy. Any Director may be removed at any meeting of the Board by a unanimous vote of all the other Board members then in office.

Section 15. In the event of a vacancy on the Board of Directors through death, resignation, disqualification due to loss of membership in the Club, removal, or otherwise, the remaining Directors, by a majority vote of the Directors then in office, may elect a successor to serve until the next October meeting of the membership, at which time if the term of the vacated directorship has not as yet expired, the membership may elect a successor to serve for the remainder of that term. If such vacancy causes the number of remaining Directors whose terms expire in a given year to fall below three (3), then election of a successor Director in this manner shall be required rather than optional.

#### ARTICLE VI – OFFICERS

Section 1. The executive officers of the Club shall be President, Vice-President, Secretary and Treasurer, and such other officers as the Board considers necessary from time to time for the proper conduct of the activities of the Club. The executive officers shall be elected annually by the membership in accord with Article V, Section 3 of these By-laws. Each officer shall hold office for a term of one (1) year and thereafter until his/her successor is selected or until his/her death, resignation or removal.

Section 2. Subject to the direction of the Board of Directors, the President shall be the chief executive officer of the Club, and shall serve as Chairperson of the Board. He/she shall (1) preside at meetings of the Board of Directors and at meetings of the membership; (2) have charge of the general management and direction of the activities of the Club; (3) sign and execute, along with one (1) other officer, in the name of the Club all authorized deeds, mortgage bonds, contracts or other instruments; (4) inform the membership of the names of the officers of the Club and of the Chairpersons of standing committees then in existence.

Section 3. The Vice-President shall perform whatever duties are prescribed for him/her by the President. In the absence of the President, he/she shall perform all the duties of the President as prescribed in Section 2 of this Article.

- Section 4. The Secretary shall (1) keep the minutes of the meetings of Membership and of the Board of Directors in books provided for that purpose; (2) see that all notices are given in accordance with the provisions of the By-laws or as required by law; (3) be the custodian of the records and of the corporate seal of the Club; (4) see that the corporate seal is affixed to all documents duly authorized, and when so affixed may attest the name; (5) record all resolutions of the Board bearing on the operating policy and procedures in the "List of Procedures" pursuant to Article V, Section 11 of these By-laws; (6) make available to members and prospective members copies of these By-laws upon request. In general, he/she shall perform all duties ordinarily incident to the office of a secretary of a corporation and such other duties as may be assigned to him/her by the Board of Directors or the President.
- Section 5. The Treasurer shall (1) have charge of and be responsible for all funds, securities, receipts and disbursements of the Club, and shall deposit or cause to be deposited, in the name of the Club, all monies or other valuable effects in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; (2) prepare for submission to the membership a report of income and expenses of the Club each year in accord with Article V, Section II of these By-laws; (3) prepare each year a projected budget for use by the Board of directors for the fiscal year January 1 to December 31; (4) render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Club. In general, he/she shall perform all the duties ordinarily incident to the office of treasurer of a corporation and such other duties as may be assigned to him/her by the Board of Directors or by the President.
- Section 6. The Board of Directors may elect from among its members one or more Assistant Secretaries and one or more Assistant Treasurers. Each such assistant shall have such authority and perform such duties as the Board of Directors shall prescribe.
- Section 7. Any officer may be removed from office at any meeting of the membership called for the purpose, by a 2/3 majority vote of all members in good standing present person or by proxy. Any officer may be removed at any meeting of the Board by an unanimous vote of all the other Board members then in office.
- Section 8. Vacancies among officers caused by removal, resignation, or death shall be filled by such persons as may be designated by the Board of Directors to serve until the next October election.

## ARTICLE VII – MISCELLANEOUS

- Section 1. In accordance with an agreement between the Mount Washington Improvement Association and the founders of the Mount Washington Swimming Club, the pool shall be open at specified times each season to residents of Mount Washington who are not members of the Club for limited use. A plan for Mount Washington community limited use of the pool shall be drawn up each season by the Board of Directors. There shall be no charge for such limited use of the pool by residents of Mount Washington who are not members of the Club.
- Section 2. No member of the Club shall be employed by the Club on a salaried basis.
- Section 3. The corporate seal of the Club shall be circular in form, with the name of the Club and “Maryland” inscribed around the outer edge, and in the center shall be inscribed the year of incorporation.
- Section 4. Every person who now is or hereafter shall be a Director, Officer or employee of the Club shall be indemnified by the Club against all costs and expenses (including counsel fees) actually and necessarily incurred by him/her in connection with or resulting from any action, suit or proceeding of whatever nature to which he/she is or shall be made a party by reason of his/her being or having been a Director, Officer or employee of the Club, or of another company in which this Club owns shares or capital stock, or of which it is a creditor (whether or not he/she is a Director, Officer, or employee at the time he/she is made a part of such action, suit or proceeding, or at the time such costs or expenses are incurred by him/her), except in relation to matters to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of his/her duties as Director, Officer or employee; provided, however, that in the event such action, suit or proceeding shall be settled or compromised, such right of indemnification shall be applicable only if it shall be determined by a majority of the Board of Directors (without including any such Director for the purpose of determining the majority or a quorum) that said Director, Officer, or employee had not in any way been derelict in the performance of his/her duties, as charged in such action, suit or proceeding. Such right of indemnification shall be as broad, full and complete as is allowed by Maryland laws and such right shall not be deemed exclusive of any other rights to which any such person may now or hereafter be otherwise entitled pursuant to statute, amendment, vote of members, or otherwise.

Section 5. The members may alter or amend these By-laws at any meeting held as provided in Article III of these By-laws, the notice of which includes notice of the proposed alteration or amendment, by a two-thirds (2/3) majority of those memberships entitled to vote thereon who are present in person or by proxy.

Section 6. The fiscal year of the Club shall be January 1 - December 31.

Revised:

February, 2013