

Amended and Restated By-Laws of the
Ridge Swimming Club, Inc.

ARTICLE I
Name

The name of the Corporation, incorporated under the laws of the state of Maryland, shall be Ridge Swimming Club, Inc.

ARTICLE II
Object

The purpose for which this corporation is formed is to promote the health and general welfare of its members, and in pursuance thereof to construct, own and operate a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, in the State of Maryland for the exclusive use of its members and their guests.

ARTICLE III
Government

Section 1. The Corporation shall be managed by a Board of Directors, twelve in number.

Section 2. At each annual meeting of Active Members of the corporation, four Directors shall be elected from among the Active Members for a term of three years and until their successors have been chosen.

Section 3. Any member of the board of Directors who shall cease to hold Active Membership in the Corporation automatically shall cease to be a member of the Board of Directors.

ARTICLE IV
Board of Directors

Section 1. Consistent with these By-laws the Board of Directors shall:

- a. Transact all Corporation business and make and amend rules for the regulation of the use of corporation property. It may appoint and remove such officers, clerks, agents, servants or employees as it may deem necessary and may fix their duties and compensations.
- b. Elect members.
- c. Fix, impose and remit penalties for violations of these By-Laws and Rules of the Corporation.
- d. Elect from the Board of Directors a president, vice-president, (administrative), a vice-president (pool and grounds), a secretary and treasurer, all of whom shall serve without compensation.

- e. If necessary, create the offices of assistant secretary and assistant treasurer and appoint one or more persons, who need not be members of the Corporation, to such.
- f. Constitute and appoint committees and define the powers and duties of the same.
- g. Fill any vacancy in the Board of Directors to serve until the next annual meeting.
- h. The membership chairperson shall be appointed by the Board of Directors. The membership chairperson shall become a member of the Board of Directors.

Section 2. The Board of Directors shall designate the bank or banks in which the funds of the Corporation shall be deposited and determine the manner in which checks, drafts and other instruments for the payments of funds of the Corporation shall be executed. However, the Board of Directors shall always require that at least two officers sign all such checks, drafts or other instruments for the payment of money drawn in the name of the Corporation.

Section 3. The Board of Directors may cause the books of the Corporation to be audited annually by auditors selected by the Directors, who shall neither be Directors nor officers of the Corporation, and the report of the auditors shall be available to the members at all times.

Section 4. a. The Board of Directors shall meet at least three different times during each calendar year, excluding the annual meeting of the active members of the Corporation. The time for such meeting shall be at the discretion of the President of the Corporation, except that at least one be held in the months of March and April.

b. Seven (7) members of the Board shall constitute a quorum.

Section 5. In the event a question before the Board of Directors results in a tie vote which cannot be resolved, the question shall then be submitted to the membership for decision.

Section 6. Nothing in these By-Laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Corporation without the specific approval of the membership at a duly held meeting.

Section 7. Any member of the Board of Directors may be removed from office by a majority vote of the membership present in person or represented by proxy at either an Annual meeting or a Special Meeting called in accordance with these By-Laws.

Section 8. Board members will be entitled to a limited number of free guest passes per season. This shall be determined by the elected Board of Directors at their first meeting following the Annual Meeting.

ARTICLE V
Officers

- Section 1. The officers of this corporation shall be a president, a vice-president (administrative), a vice-president (pool and grounds), a secretary, treasurer and, if deemed necessary by the Board of Directors, an assistant secretary and an assistant treasurer. The president, vice-president, secretary and treasurer shall be elected annually by the Board of Directors and each officer shall hold office until the officer's successor is elected and qualifies or until the officer's death, resignation or removal. The assistant secretary and the assistant treasurer shall be appointed by the Board of Directors and hold office at its pleasure.
- Section 2. The president shall preside at the meetings of the Corporation and of the Board of Directors. He shall be administrative officer of the Corporation. He shall appoint, subject to confirmation by the Board of Directors, all standing committees, designating the Chairman thereof, and all special committees as may be directed. He shall be, ex-officio, a member of all committees.
- Section 3. The vice president (administrative), in the absence or disability of the president, shall act in his stead. He shall, under the direction of the president, attend to the business and financial operations of the Corporation and shall be the chairman of the Finance Committee. He shall be, ex-officio, a member of all committees.
- Section 4. The vice president (pool and grounds), in the absence or disability of the president and vice president (administrative), shall act for the president. He shall, under the direction of the president, attend to the operation and maintenance of the physical plant and properties of the corporation and shall be Chairman of the Pool and Grounds Committee.
- Section 5. The secretary shall notify members and Directors of meetings of the Corporation and of the Board of Directors, keep the minutes, and attend to the correspondence pertaining to his office. He shall perform such other duties pertaining to his office as may be asked of him by the Board of Directors.
- Section 6.
- a. The treasurer/bookkeeper shall attend to keeping the accounts of the Corporation, collecting its revenues, and paying its bills as approved by the Board of Directors, or other agency authorized by the Board to incur them. He/she shall deposit funds of the corporation received by him, in the name of the Corporation in such depository as may be authorized by the Board. All disbursements shall be by check, signed by the treasurer/bookkeeper and co-signed by either the president or secretary.
 - b. Bills and statements for incurred charges will be rendered monthly on or before the 10th of the month for the preceding month by the treasurer/bookkeeper, to the members.
 - c. The treasurer/accountant shall provide a copy of the annual budget to all members of the board.

- d. Any anticipated capital expenditures which may be in excess of \$2,000.00 must be put out to competitive bid.

Section 7. The assistant secretary and assistant treasurer shall perform such duties as may be assigned them by the secretary, or, treasurer, respectively, or by the Board of Directors.

ARTICLE VI Members

Section 1. Membership in this club shall consist of family units within which there shall be the following classes of members: a) Active, b) Junior, c) Associate, d) Special, e) Especial, and f) Inactive.

Section 2. Application for membership shall be filed with the Secretary on forms provided by the corporation and shall be accompanied by the membership (certificate) fee of \$1,000, initiation fee and current dues, in full or by promissory note under terms as approved by the Board of Directors. Promissory notes shall be conveyed to banking institutions with full recourse. Any member who defaults in payments on his promissory note shall have his membership canceled automatically the day after his payments become 60 days overdue. Except as specifically provided to the contrary in these By-Laws, no payments already made are refundable. Upon full and complete payment a certificate will be issued to the member indicating participation in the Corporation.

Section 3. Active Member - Husband and wife, or head of family. The term "member" when used in these By-laws shall refer to this classification unless otherwise specified.

Section 4. Junior Member - Dependent child, under 21 years of age, of active member.

Section 5. Associate Member - Unmarried child in the household of an active member, over 21 but under 30 years of age.

Section 6. Special Member - A dependent and other person in the household of an active member who shall be approved by the Board of Directors for the period from the date of such approval to the date of the first meeting of the Board of Directors following the next Annual Meeting unless such approval is canceled by the Board prior thereto or is given for a limited period only.

Section 7. Especial Member - In the event that an individual or family purchases two or more memberships, all memberships in excess of one shall be classified to the Especial Class. Candidates for especial membership may be recommended to the Membership Committee by an active member. The Membership Committee shall recommend to the Board of Directors all approved candidates. Assignment of especial membership shall be accomplished by a two-thirds approval vote by the Board of Directors. The recipient of Especial membership shall be required to pay the current years dues to activate the membership and shall pay all future assigned dues to maintain the membership. An Especial membership may be revoked by a two-thirds vote of the Board of Directors.

Section 8. Inactive Member -

- a. A family unit which has provided written notice of intent to withdraw from active membership.
- b. A family unit which is inactive and wishes their certificate redeemed.
- c. An inactive family unit wishing to be reinstated must provide in writing to the membership chairman their intent by March 15 of the year.

Section 9. The Board of Directors at the first meeting of the Board after each Annual Meeting of the Corporation shall appoint one member from the Active membership list to be Chairman of the Membership Committee for the ensuing year.

Section 10. Any member of the Corporation may withdraw at any time subject to the provisions of Article VII and there shall be no refund of the current year's dues.

Section 11. Any member of any class may, for cause and after having been given an opportunity for a hearing, be suspended for a period of not exceeding three months by a two-thirds vote of the members of the Board of Directors present at any meeting thereof, or expelled by a three-fourths vote of the entire membership of the Board. Cause for suspension, or expulsion shall, in general, consist of violation of these By-laws or of the rules of the Corporation or of conduct unbecoming a lady or gentleman.

The Board of Directors may delegate to the Chairman of the Pool and Grounds Committee, or to the Chairman of the Rules Committee, or to a responsible employee of the corporation, the power to suspend pool privileges for the violation of Rules and Regulations provided such suspension does not exceed seven days. A written report of such suspensions containing reasons therefore, shall be submitted to the president within twenty-four hours.

Section 12

- a. All classes of members of the Corporation shall be accorded the facilities of the corporation subject to the pool rules and regulations which shall be posted at all times in the office.
- b. The Board of directors at its discretion may extend the privileges of the Corporation to any person or persons.
- c. The Board of Directors shall by rule fix the terms and conditions upon which guests of members may use the facilities of the corporation.
- d. Any property of the corporation broken or damaged by a member of any class, or any guest, shall be paid for by such member within sixty days.
- e. The Corporation assumes no responsibility, and members or their guests can have no claims against the Corporation for the property of members of

any class, or any guest, which may be brought into or left in the corporation buildings or on the grounds.

- f. No intoxicating beverages will be served or be permitted to be consumed on the premises.
- g. The Corporation assumes no responsibilities, and members or their guests can have no claim against the Corporation for any accident or injury to any person or their property other than that caused by the gross negligence of the Corporation. (See Article I, Section 1)

Section 13. The number of memberships of the corporation may be set by the Board of Directors, which number shall not exceed four hundred (400).

Section 14. The Board of Directors at its discretion may re-elect a member who has resigned (subject to the membership limitation as set in Article VI, Section 2) without payment of an initiation fee provided such ex-member was in good standing at the time of resignation.

Section 15. In the event of a divorce of husband and wife who hold a certificate of membership, their certificate shall be then and there rendered null and void; provided, however, if one spouse releases his or her interest therein to the other, in writing, then in such event the Corporation upon receipt of notice of the divorce and of the said writing, shall forthwith issue a substitute certificate to the spouse in whose favor such release has been thus made, and this transfer shall be done at no cost to either spouse.

Section 16. In the event an active or inactive member should express a desire in writing to make a gift of his membership to a junior member, an associate member, a child or grandchild; thus, giving up all rights and privileges and claims against the corporation, the membership committee shall investigate and report to the Board of Directors upon the desirability of grantees for membership. Upon approval by the Board of Directors, a substitute certificate shall be issued to the grantee upon payment of an initiation fee of \$1.00.

Section 17. In the event of the death of the last principal holder of a certificate of membership, the certificate may be submitted to the President or Secretary of the Corporation by the legally constituted representative of the estate of the deceased on a priority basis (*i.e.*, to supersede any other prior tenders for reimbursement pursuant to Article VII, Section 4.c), and reimbursement shall not exceed one thousand dollars (\$1,000.00) and shall be subject to the provisions of Article VII, Section 7 thereof.

ARTICLE VII Dues and Fees

Section 1. a. The Board of Directors at the first meeting after the Annual Meeting of the members shall establish dues for each class of membership for the ensuing year.

- b. Dues shall be sufficient to provide for the necessary running expenses of the Corporation and for the proper maintenance and improvement of its property. Dues shall be payable by April 1st of each year.
- c. No dues nor part thereof shall be refunded in the event that pool operations are required to be suspended for any period.

Section 2. All applicants for membership in the Corporation subsequent to May 7, 1963 shall be required to pay an initiation fee in the amount established by the Board of Directors.

Section 3. For the purpose of reimbursing members who purchased a certificate but have terminated their membership, all members accepted into membership after May 7th, 1963, as a condition of membership, shall be required to purchase a certificate in the amount of one thousand dollars (\$1,000.00). The \$1,000 certificate shall apply to all new members after April 1, 2004 and all members as of April 1, 2004. Members as of April 1, 2004 who purchased a certificate for \$200 must return that certificate and pay an additional \$800, at which time the member will be issued a new certificate reflecting the payment of \$1,000.

Section 4. Membership Certificates

- a. Certificates shall not be transferable and shall contain an appropriate notation to that effect on the face thereof.
- b. The time and manner in which the holder shall be paid the value of his certificate, subject to the provisions of Section 7 hereof, shall be determined by the provisions of Article VI, Sections 15 and 16 or Article VII 4c.
- c. Upon receipt of a written notice of intent to withdraw from active membership in the Corporation, the Board of Directors shall cause the name(s) of the member(s) to be entered on an inactive list. If requested in the written notice, reimbursement of the certificate fee will be made to those persons on the inactive list in the order in which each such request was received, subject to the provisions of Article VI, Section 17, and Article VII, Section 7 hereof. A former member will not be reimbursed the amount that the former member paid for the former member's certificate until a new member joins the club and pays for the new member's certificate. The amount of reimbursement to a former member shall not exceed the amount that the former member paid for the former member's certificate.

Section 5. 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 shall 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 shall be paid and distributed pro rata among the membership of the Corporation.

- Section 6. Any member of any class failing to pay dues or indebtedness before the first day of April following that in which a statement of his dues or indebtedness shall have been sent to him by the Treasurer shall be notified that, if such dues or indebtedness shall not be paid within fifteen days thereafter, the delinquent member may be suspended by the Board of Directors. Additionally, unless other payment arrangements have been approved by the Board of Directors, any member who fails to return a certificate and pay any increased certificate fee will be sent a notice and, if payment is not made within fifteen days after the date of the notice, the member may be suspended. Any person suspended shall immediately be notified in writing by the Secretary of his suspension and assessed a \$50.00 late fee for reinstatement, and if the amount owed shall not be paid within fifteen days after the sending of such notice, he shall cease to be a member of the Corporation. The Directors, in their discretion, may reinstate any member upon request and repayment of all amounts owed to the Corporation.
- Section 7. Upon cessation of membership for any cause, all indebtedness and other amounts owing to the Corporation by him shall be a lien upon and charged against his membership certificate, and the certificate may be taken over by the Corporation to satisfy such indebtedness. In the event the Corporation is unable to obtain possession of the certificate, it may be canceled on the books of the Corporation and a new certificate issued in place thereof to a newly elected member on payment by him to the Corporation of the then value of a certificate as fixed by these By-laws. In case of the enforcement of a lien, as above herein provided, neither the signature of the holder nor the delivery of the certificate shall be requisite to perfect the transfer to the Corporation, or to a new member, and the Treasurer of the Corporation for the time being is hereby authorized, as the attorney of the holder of such certificate, to make such transfer. Every certificate issued is expressly subject to the provisions of this section.
- Section 8. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their family to whom the privileges of the Corporation shall have been extended, and for all charges and liabilities imposed upon or incurred by guests introduced by them.
- Section 9. All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State and other Governmental bodies and agencies.
- Section 10. Any member who has elected to become inactive and not requested to be paid the certificate fee will be assessed a \$30.00 annual maintenance fee to continue their membership. Any inactive member who chooses not to pay the annual maintenance fee shall have it deducted from their certificate fee annually.

ARTICLE VIII

- Section 1. a. The Annual meeting of the corporation shall be held during the month of November in each year at such place and time as the Board of Directors may determine.
- b. The Annual Meeting shall be for the purpose of electing Directors, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it.
- Section 2. Special Meetings of the Corporation may be called by the Board of Directors. Also upon the written request of ten board members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty days.
- Section 3. a. Notice of the Annual Meeting shall be given by mail to the members at least five days prior thereto. The notice of the Annual Meeting shall include the names of candidates nominated by the Nominating Committee.
- b. Independent nominations may be made as provided by Article IX, Section 2.
- c. Special meetings of the Corporation may be held on five days notice by mail to all members. The notice shall state the purposes for which the special meeting is called, and no other business shall be transacted thereat.
- Section 4. Only active members shall be entitled to vote at meetings of the corporation. Any member may be represented by proxy if not able to attend in person. Voting may be by voice vote but ten members including those represented by proxy shall have the right to demand a vote by roll call.
- Section 5. Twenty Active Members, present in person, shall constitute a quorum at all Corporation meetings.
- Section 6. Whenever in these By-laws notice to members is required, the mailing of such notices to the last known address of the members shall constitute notice.
- Section 7. a. The Board of Directors shall hold its first meeting following the Annual Meeting of the members in each year as promptly as practical.
- b. The Board of Directors may, by resolution, establish from time to time a schedule of its meetings and such rules for the conduct thereof.
- c. Special meetings of the Board of Directors may be called by the president, and shall be called by the Secretary upon the request of two members of the Board.

- d. Notice of the regular meetings, and special Board meetings shall be given to each member of the Board at least five days before the date of the meeting.

ARTICLE IX
Nominations

- Section 1.
 - a. There shall be a Nominating Committee to be composed of four members of the Corporation. Three members shall be elected at the annual meeting of the Corporation, the other one shall be elected by the Board of Directors from among the Directors whose term of office shall not expire at the ensuing Annual Meeting of the Corporation. A vacancy shall be filled by the Directors.
 - b. The Nominating Committee shall nominate the candidates for the vacancies in the Board of Directors to be filled at the Annual Meeting and three candidates for the next year's Nominating Committee, and shall report such nominations to the Secretary.
- Section 2. Independent nomination of candidates for election at the Annual Meeting may be made by a letter signed by fifteen members and delivered to the secretary at least fifteen days before the Annual Meeting. The secretary shall give notice thereof to all members entitled to vote at least five days before the Annual Meeting.
- Section 3. Nominations may be made from the floor at the Annual Meeting to fill vacancies, whenever candidates have not been nominated by the Nominating Committee.

ARTICLE X
Committees

- Section 1.
 - a. The standing committees shall be Pool and Grounds, Program, Membership, Publicity, Finance, Rules, and Nominating.
 - b. The duties and powers assigned in these By-laws to the standing committees, shall be subject to the authority of the Board of Directors.
- Section 2. The Pool and Grounds Committee shall exercise supervision over the Pool and Grounds, shall attend to the improvement and maintenance of the Pool, Buildings, operating equipment, and grounds; shall have authority there over, and in conjunction with the Rules Committee, shall see that the rules and regulations of the Corporation are enforced.
- Section 3. The Program Committee shall prepare the program of instruction and entertainment; and exercise supervision over the same.
- Section 4. The Membership Committee, shall maintain records of application for pool memberships.

Section 5. The Publicity Committee shall attend to the publication of affairs of the Corporation which are of general interest and promote the public relations of the Corporation.

Section 6. The Finance Committee/accountant (finance committee) shall prepare the annual budget for submission to and approval by the Board of Directors, and shall exercise general supervision over the financial transactions of the Corporation.

ARTICLE XI

Section 1. a. Each person who acts as a Director or Officer of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceedings in which he is made a party by reason of his being or having been a director or officer of the Corporation, except in relation to matters as to which he shall be adjudged in such gross negligence or willful misconduct, and except any sum paid for the corporation in settlement of an action, suit or proceeding based on 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 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 representatives.

Section 2. Any question as to the meaning for proper interpretation of any of the provisions of these By-laws shall be determined by the Board of Directors.

Section 3. Wherever mention is made herein to age of members, it shall be the age attained as of January 1st. of the current year.

Section 4. These By-Laws may be amended by a two-thirds vote of the Active Members present in person or represented by proxy at any meeting of the Corporation provided at least five days notice has been given.