

BY-LAWS OF ATHOLTON SWIM CLUB, INC.
(As amended March 19, 2013)

Article I-Identifications

Section 1-Name

The name of the organization subject to these Bylaws shall be Atholton Swim Club, Inc. Hereinafter, it shall be referred to as the Club.

Section 2-Legal Structure

The Club shall be constituted as a non-profit corporation under the laws of the State of Maryland and shall conduct its activities in Howard County, Maryland.

Article II-Purpose

Section 1-Recreational Facilities

The Club shall direct its activities toward the establishment, operation, and maintenance of swimming and other recreational facilities for the benefit of its members and their families.

Section 2-Instruction

The Club may also provide for its members and their families instruction in such recreational skills as are related to the enjoyment of its facilities. The instructional program may be open to non-members.

Article III-Members

Section 1-Conferment of Membership

The Club shall confer membership, either associate or bonded (See Article IV, Section 2 for definitions), upon each applicant who pays the applicable fees and annual dues and whose application is approved by the Board.

Section 2-Bond

The Club shall issue to each of its bonded members an official bond. This bond shall not be transferable and must be surrendered to the Club upon termination of membership, except as provided in Article III, Sections 9 and 10. However, in the event that a terminating member does not surrender his bond, that bond shall be declared void by the Board of Directors unless other acceptable documentation can be provided.

Section 3-Maximum Membership Limit

The maximum number of memberships of the Club shall not exceed that which is specified by the Conditional Use permit as issued by the Howard County Planning & Zoning Department. The Club may set the maximum number of memberships at a number lower than that specified in the Conditional Use permit (the minimum membership limit) as provided in Article VI, Section 4.

Section 4-Recreational Privileges

All members in good standing (i.e. all members except those under suspension) and their families shall be entitled to use the recreational facilities of the Club in accordance with the Rules and Regulations as adopted per Article VI, Section 4. There are two (2) kinds of membership, either associate or bonded, as described in Article IV, Section 2. The family is restricted to three (3) adults and as many dependents (including adult dependents) as live in household.

The guests of members in good standing shall also be allowed to use these facilities in accordance with the Rules and Regulations, subject to payment of the appropriate guest fees as specified in the Schedule of Fees. A guest is anyone who is not a member.

The Board of Directors must authorize any other use of the pool.

Fees shall be set and reviewed by the Board of Directors each year.

Section 5 -Suspension of Membership

A member may be placed under suspension for violation of these Bylaws, for violation of the Rules and Regulations, or for serious misconduct, as determined by the Board of Directors, whether committed by the member, his family, or his guest. Suspension may be invoked for a period not exceeding ninety (90) days, after the member in question has been given an opportunity for a hearing, by a three-fourths vote of the entire membership of the Board of Directors. Suspension may be invoked for a period not exceeding seven (7) days by a majority vote of the Board of Directors, or by its authorized representative, without recourse to a hearing.

Section 6-Revocation of Membership

A member may be expelled from the Club by revocation of his bond. Such action shall require a three-fourths vote of the entire membership of the Board of Directors. Revocation shall be invoked only for repeated infractions of misconduct which justify suspension and only after the member in question has been afforded an opportunity for a hearing before the Board of Directors, or for financial delinquency as described in Article IV, Section 1.

Section 7-Resignation

A member may withdraw from the Club by submitting to the Board of Directors a letter of resignation together with his bond. The resigning member shall receive no refund of dues for the balance of the membership year in which he resigns, nor shall he be liable for dues for any membership year commencing after the submission of his resignation. The letter of resignation must be postmarked by May 1 of the current membership year in order for the resigning member to be eligible for refund of their full bond amount, less any applicable taxes, unpaid dues, or other indebtedness to the Club outstanding at the time of resignation. Refund of the bond shall be completed in accordance with Article IV, Section 2.

Section 8-Forfeiture of Bond

At the discretion of the Board of Directors a bond may be forfeited due to financial delinquency and revocation of his bond.

Section 9-Home Buyer's Preference and Parental Conferral

In the event that a resigning member is selling his house and the buyer thereof desires to become a member of the Club, the membership application of that buyer shall be considered for approval by the Board of Directors. Membership shall be conferred on this buyer as any applicant, only when all considerations of Article III, Section 2 are fulfilled. Once the buyer's membership application is accepted, the seller's bond shall be retired without regard to the existing list of unpaid terminated bond members. However, this preferential consideration for a home buyer shall apply only if the buyer is identified as such in the member's letter of resignation, and if the buyer's application for membership is submitted with that letter. The same applies for parents desiring to confer their membership on their children.

Section 10-Cash-Out Preference for Resigning Members

In the event that a current bonded member who has been in good standing for the previous five years, wishes to resign and downgrade to associate status for their final year, and makes this request prior to the membership deadline for dues, the member's bond may be applied to the cost of the associate membership. However, if the bond amount is more than the associate membership dues, then the difference is forfeit to the club.

Article IV-Property and Finances

Section 1-Dues

The Treasurer shall collect from all members annual dues in the amount specified in the Schedule of Fees adopted as part of the Budget at the Spring Meeting of Club. Such dues shall be payable on or before May 1 for the membership year beginning on that day. A statement to that effect shall be distributed, by the Treasurer to each

member, by April 16 of the membership year. Failure to pay dues by opening day of the pool season shall constitute grounds for suspension of membership. The Treasurer shall distribute to each member whose dues remain unpaid on May 15 a second statement including a reminder of the penalty risked by delaying payment beyond opening day. The Board of Directors may specify any and all late fees (in the Schedule of Fees as per Article VI, Section 4) for members whose dues remain unpaid between May 1 and opening day of the pool season. A member who fails to pay the dues by opening day may have his membership forfeited as provided in Article III, Section 8.

Current board members may receive up to 50% reduction in dues.

Section 2-Initiation, Bond Fees and Refund of Bond

There are two (2) categories of membership:

1. Associate Membership — An individual or family pays both the initiation fee and annual dues each year and has no voting privileges.
2. Bonded Membership — An individual or family pays the initiation fee (1 time), annual dues (each year), and bond (1 time). Each of these fees shall be specified as per Article VI, Section 4. The individual receives a bond and is entitled to one (1) vote per bond at general membership meetings.

Upon termination of his membership in the Club in accordance with Article III, Section 7, each terminating bonded member shall be entitled to a full refund of the bond which he paid upon entering the Club, less any applicable taxes, unpaid dues, or other indebtedness to the Club outstanding at the time of termination. Except as provided by Article III, Sections 9 and 10, a list of all members who have submitted a resignation in accordance with Article III, Section 7 shall be presented to the Board of Directors at their first meeting after opening day of the pool season. If the total membership of the Club stands at or above the current minimum membership limit (as specified in the Budget adopted at the preceding Spring meeting of the Club as per Article VI, Section 4), the net refund due shall be payable immediately following said meeting. If, however, the total membership of the Club stands below the minimum membership limit, the Board of Directors shall review the total current Club membership, the minimum membership limit, the current active wait list, and the financial stability of the Club. After such review the Board shall have the discretion to either 1) refund the bond or 2) enter the resigning member's name in the junior position on a list of unpaid terminating bond members; the terminating member whose name appears in the senior position on this list shall have his name removed from the list and be paid the net refund to which he is entitled as soon as the total membership of the Club next rises above the minimum membership list. Unless the general membership specifically authorizes, the proceeds of the sale of bonds shall be used exclusively to pay back bonds.

The initiation fee shall in no case be refundable.

Section 3—Dissolution of the Club

Upon dissolution of the Club, all of its funds and the proceeds derived from the sale of its property shall be utilized to discharge any indebtedness of the Club. Any excess remaining thereafter shall be distributed to the bond members of the Club, with each bond member receiving an amount proportional to, but not exceeding, the bond which he paid upon entering the Club, less any applicable taxes, unpaid dues, or other indebtedness to the Club. If any surplus remains after the discharge of the indebtedness and the distribution to members, it shall be transferred to one (1) or more charitable, religious, educational, or other income tax exempt organizations which shall be designated by the members at the time of dissolution.

Article V—Board of Directors

Section 1-Board of Directors

The Board of Directors shall consist of the Executive Officers and the Program Coordinators.

Section 2-Executive Officers

The Executive Officers of the Club shall be the President, Vice President of Administration, Vice President of Operations, Secretary, and Treasurer. Each Executive Officer, except the President, shall have one (1) vote. The President will only vote as a tie-breaker.

Section 3-Program Coordinators

The Program Coordinators of the Club shall be Membership, Past President, Snack Bar, Social Coordinator, Swim Instruction, Swim Team, and Tennis Coordinator. Each coordinator will have one (1) vote. All Coordinators shall prepare and present an operating budget for Board approval prior to the Spring General Membership Meeting.

Section 4-Duties of Executive Officers and Program Coordinators

The President shall:

- preside at all meetings of the Club and at all meetings of the Board of Directors;
- be the administrative officer of the Club and shall be responsible for the general management and direction of its activities;
- appoint ad hoc committees;
- oversee the supervision of all hired staff unless he/she delegates the responsibility to another Executive Officer; and
- serve as representative of Club in public meetings, committee meetings, and hearings.

The Vice President of Administration shall:

- in the absence or incapacity of the President, perform all duties of the President, and shall become President for the balance of any term during which the presidency becomes vacant;
- assist the President and the Treasurer in matters relating to the business and financial affairs of the Club; and
- bi-annually head a committee to review the Bylaws, annually head a committee to review Rules and Regulations and make recommendations to the Board.

The Vice President of Operations shall:

- oversee matters relating to the construction, operation, and maintenance of the recreational facilities of the Club.

The Secretary shall:

- record and preserve the minutes of all meetings of the Club and of the Board of Directors and shall make such minutes accessible to any member upon request;
- be responsible for the distribution of all notices to the members and shall conduct and/or preserve the membership files including bonds of the Club, and shall preserve master copies of all its officials documents such as charters, deeds, bylaws, bonds, etc.;
- review all applications and give new members a welcome letter and copy of the Rules and Regulations of the Club;
- give the application to the Secretary and give the Treasurer the check; and
- send a copy of the bylaws to all new members and Bonds to new Bonded Members.

The Treasurer shall:

- maintain and preserve accounts of all financial transactions of the Club;
- be responsible for the collection, safe-keeping, and disbursement of all funds of the Club. (Disbursements shall be made only by checks bearing the signatures of the Treasurer and either the President, or Vice President of Administration.);
- keep an inventory list of all properties of the Club;
- be responsible for the distribution of statements of account to members or other persons financially obligated to the Club; and
- be bonded in an amount fixed by the Board of Directors and at the expense of the Club.

The Membership Program Coordinator shall:

- conduct campaigns for the recruitment of new members including but not limited to promoting the pool through advertising; and
- serve as the point of contact for prospective members.

The Past President shall:

- serve on the Board and assist the Executive Officers and Program Coordinators with their duties as needed or as requested.

The Snack Bar Coordinator shall:

- hire the snack bar employees;
- buy supplies and set prices and hours of operation;
- ensure the snack bar is kept in a sanitary and usable condition which meets Health Department regulations; and
- coordinate use of snack bar facilities

The Social Coordinator shall:

- plan and conduct activities for adults, families, teens, and children to promote a sense of community and to meet the varied interests and needs of the membership.

The Swim Instruction Program Coordinator shall:

- create and run the swim instruction program;
- hire and supervise instructors;
- ensure all instructors are properly certified; and
- set class fees and schedules.

The Swim Team Coordinator shall:

- promote the team;
- hire and supervise coaches;
- arrange practice schedule;
- set program fee and budget;
- arrange fund raisers as needed; and
- complete all administrative duties for team, as needed.

The Tennis Coordinator shall:

- create and run tennis program;
- hire and supervise instructors;
- set fees;
- set rules for court use; and
- promote court use (tournaments, ladders, etc.).

Section 5--Duties of the Board of Directors

In the absence of pertinent directives from the members or from these Bylaws, the Board of Directors shall, by majority rule, formulate policy for the management of the Club and may prepare recommendations for consideration of the members. The Board of Directors shall provide for a periodic audit of the accounts of the Club and shall perform all other duties assigned to it elsewhere in these Bylaws.

Section 6--Meetings of the Board of Directors

To fulfill its obligations, the Board of Directors shall hold regular monthly meetings, and in addition, may hold special meetings when called by the President or any four (4) of its members. A simple majority of the Board of Directors shall constitute a quorum at any of its meetings. Each Executive Officer or Program Coordinator position shall be entitled to cast a single vote on any motions brought before the Board of Directors. All bonded members in good standing of the pool may attend and participate in Board of Directors meetings but are not entitled to vote. The President's (or the person delegated by the President to preside at a board meeting in the President's absence) authority to preside at meetings of the Board of Directors includes the authority to dismiss from a meeting any member who fails to conduct himself or herself with appropriate decorum or who is otherwise disruptive to the meeting; to request that a member provide agenda items in advance of a board meeting; and to bar a member from future board meetings if the President determines that a member has repeatedly been disruptive at meetings of the board. Any member who has been barred by the President from future meetings of the board may make a written appeal to the board. If a majority of the board of directors votes to overturn the President's decision the member may attend the next meeting after the vote to overturn the President's decision to bar the member from future meetings.

Section 7—Compensation of the Board of Directors

No Executive Officer or Program Coordinator or Assistant shall be paid any salary for his services to the Club in

that capacity. However, they shall be reimbursed for any reasonable and proper expenses incurred on behalf of the Club. The Club may choose to provide a reduction in dues and/or guest passes to the Board of Directors to be used by Board members and/or their families by specifying such in the Rules & Regulations adopted as per Article VI, Section 4.

Section 8--Qualifications of Officers and Directors

Eligibility for election or appointment as an Executive Officer and Program Coordinator shall be granted only to bonded members in good standing. Members of the same family shall be eligible to hold more than one (1) position at a time but will only have one (1) vote, and are entitled to only one (1) annual reduction in dues. The Executive Officers and the Program Coordinators are elected annually by the membership. Executive Officers are limited to two (2) consecutive terms in the same position, and the Program Coordinators to an unlimited number of terms.

Section 9-Election of Executive Officers and Program Coordinators

All Board Members shall be elected by the bonded members each year at the Fall Meeting of the Club.

Prior to the election, a member of the Ad Hoc Nominating Committee shall place in nomination a slate of candidates previously prepared by the Nominating Committee. This slate will include nominations for all positions of the Board.

Section 10-Vacancies in Executive Directors and Program Coordinators

In the event that the Presidency of the Club becomes vacant, the Vice President of Administration shall assume the office and should complete the term. In the event that any other Executive Office becomes vacant, that vacancy may be filled by any eligible appointee designated by the remaining members of the Board of Directors.

Section 11-Term of Office

The term of office of each elected Executive Officer shall continue from the time of his/her election until the election of his successor at the Fall Meeting of the Club.

Article VI-Meetings of the Club

Section 1-Schedule of Meetings

The Club shall conduct two (2) regular meetings of its members during each year. These meetings shall be designated the Fall and Spring meetings, and shall normally be scheduled during the months of November and March, respectively. Special meetings may also be called by the President, a majority of the Board of Directors or by a petition bearing the signatures of a least ten percent (10%) of the Club's members. Notice of any meeting and a tentative agenda therefore shall be distributed to each member at least fifteen (15) days prior to the meeting.

Section 2- Eligibility for Participation

All members and their families shall be eligible to attend all meetings of the Club and to participate in any discussions which may arise. One (1) person of each bonded member's family shall be entitled to cast a single vote in any election or on any question brought before a meeting of the Club except as specified in Article V, Section 6. Associate members may attend and participate in discussions but are not entitled to vote. No absentee votes shall be allowed.

Section 3-Quorum

A quorum for the transaction of the specific items of business for the Fall and Spring meetings as described in Article VI, Section 4 shall comprise a group of members in good standing who are capable of casting a total vote equaling or exceeding ten percent (10%) of the total bonded membership of the club. A quorum for the transaction of any other business to include special meetings and By-Law changes shall comprise a group of members in good standing who are capable of casting a total vote equaling or exceeding twenty percent (20%) of the total bonded membership of the club.

Section 4-Topics of Business

The Fall Meeting shall include the hearing of annual reports of the Executive Officers, the election of Officers, and such other business as is pertinent to the successful continuation of the Club.

The Spring Meeting shall include the adoption of a Budget and a set of Rules and Regulations for the ensuing year. The Budget adopted shall include: (1) an itemized breakdown of anticipated revenues and expenditures; (2) a Schedule of Fees itemizing initiation and membership fees (both in accordance with these Bylaws), member dues, guest fees, etc.; (3) a specification of the maximum amounts which may be obligated and/or disbursed by the Board of Directors for such broad categories as operating expenses, acquisition of capital assets, etc.; (4) specification of any minimum amount of be held as a cash reserve; (5) a specification of the minimum membership limit; and (6) specification of reduction in dues (if any) for current board members (not to exceed 50% reduction). The first of these items shall serve as a guide to the Board of Directors; the others shall be binding unless altered at a subsequent meeting of the Club, or unless specific exception is made at the time of their adoption. Adoption of a Budget shall be facilitated by the advance preparation of a tentative set of such rules and the presentation of recommendations pertinent thereto by the Board of Directors. The Rules and Regulations so adopted shall remain in force until altered by the members at a subsequent meeting of the Club, or by the Board of Directors if that body is specifically empowered in the resolution of adoption to make such alterations.

Section 5-Procedure

Questions of procedure in the conduct of all meetings of the Club shall be resolved in accordance with these Bylaws where applicable, or the current edition of Robert's Rules of Order, Revised.

Article VII-Interpretation and Amendment of Bylaws

Section 1-Interpretation

Any question concerning the interpretation of these Bylaws shall be resolved by the Board of Directors.

Section 2-Amendments

These Bylaws may be amended at any meeting of the Club at which a quorum is present providing that the text of the proposed amendment shall have been included in the meeting notice distributed to the members prior to that meeting. Adoption of any amendment shall require a two-thirds vote of all eligible voters present.