

Rollingwood Pool, Inc.

By-Laws

(Amended February 2008)

BY-LAWS
OF ROLLINGWOOD POOL, INC.
Catonsville, Maryland (Amended 2/08)

Article I – Name/Principal Office

- Section 1: The name of the corporation shall be Rollingwood Pool, Inc.
- Section 2: The principal office of the Corporation shall be in Baltimore County, Maryland.

Article II – Purpose

- Section 1: The purpose for which this non-profit corporation is formed and its business objective is the operation of a recreational facility exclusively for the pleasure and enjoyment of its membership (all as more fully set forth in Article III of the Articles of Incorporation of said Corporation), in the area generally known as Catonsville, Maryland.

Article III – Government

- Section 1: The Corporation shall be managed by a Board of Directors, consisting of Members in good standing of the Corporation, twelve in number, (including the five Officers of the Corporation as set forth in Section 2 of this Article).
- Section 2: The Officers of the Corporation shall be a President, Vice President-Personnel, Vice President-Pool and Grounds, Secretary and Treasurer. Such officers shall be elected for a period of two (2) years at the regular Annual Meeting of the Membership held in October of each year in accordance with the procedure set forth in Section 3 below.
- Section 3: All Directors shall be elected for a period of two (2) years, with vacancies being filled as prescribed in Section 5 of this Article. Each Officer and Director shall be an adult member of the Corporation, or an adult member of the household of a member. Election of Officers and Directors shall be by a plurality of all votes cast by active memberships (as such term is defined in Article VIII, Section 5) in person, or by signed written proxy, at a meeting of the membership at which a quorum is present.
- Section 4: An Officer's or Director's term of office shall terminate when they cease to be a member of the Corporation.

Section 5: The Board of Directors shall fill any vacancy on the Board, including those of Officers (other than the President) until the end of that term by a two-thirds vote of the remaining Directors. The position of the President shall be automatically filled upon its vacancy by the Vice-President-Personnel.

Section 6: If an Officer or Director fails to attend three consecutive regular meetings of the Board of Directors, or otherwise fails to discharge any of their duties or obligations to the Corporation, they may be removed by two-thirds vote of the entire Board of Directors. Thereupon, the vacancy shall be filled as provided in Section 5 of this Article.

Section 7: All meetings shall be conducted in accordance with Roberts Rules of Order.

Article IV – Duties of Board of Directors

Section 1: The Board of Directors shall:

- a. Approve applications for membership in accordance with Article VI, Section 2.
- b. Select the depository for corporate funds.
- c. Operate the corporation on the basis of a balanced annual budget, unless authorized otherwise by a vote of the membership.
- d. Provide for an annual independent audit of all accounting records and procedures by a qualified Accountant. The audit results and all financial records shall be made available for review by the membership upon request at a time and place mutually agreed by the requesting member(s) and the Treasurer.
- e. (i) Not commit or expend corporate funds or assets on any transaction involving the repair, refurbishment, installation, or construction of a capital asset involving a cost in excess of \$10,000.00 unless such transaction is approved by a majority of the votes cast by active memberships (as defined in Article VIII, Section 5) represented in person or by signed written proxy at a duly convened meeting of the membership of the Corporation, and that the Capital Appropriation Procedure set forth in the Management Policy Guide has been followed. Only emergency repairs required to keep the Corporation's facilities in a safe operating condition are exempted from this policy.

(ii) Ensure that any notice distributed prior to a membership meeting in accordance with Article VIII, Section 4 includes the detailed plans (prepared in accordance with the Management Policy Guide) supporting any proposed capital appropriation to be voted on at the membership meeting.

- f. Before the commencement of any Board sanctioned studies or plans relating to any undertakings or projects that would require an expenditure greater than \$50,000, have the proposed undertakings or project approved by the vote of at least 20% of all active memberships (as defined in Article VIII, Section 5) in person or by signed written proxy, at a meeting of the membership at which a quorum is present.
- g. Secure adequate insurance to cover the operation of the pool and grounds.

Section 2: The Board of Directors shall meet monthly, beginning with January and ending with November of each year, and at such other times as the Board may deem necessary. The President may call a special meeting of the Board of Directors at any time and shall do so at the request of any three Directors within ten (10) days.

Section 3: A special meeting of the Board of Directors shall be called by the President within ten (10) days of the receipt of a written request signed by at least fifteen (15) members stating the purpose for the meeting.

Section 4: Seven Directors shall constitute a quorum at any meeting of the Board.

Section 5: The President of the Corporation shall serve as Chairman of the Board.

Article V - Composition of Board of Directors

Officers:

Section 1: The President shall preside at all meetings of the Board of Directors and membership. He/she shall be the administrative officer of the Corporation and as such, shall sign all legal documents (other than checks) executed by the Corporation, shall insure conformance with these Bylaws, and shall have responsibility for the general management and the direction of all activities of the Corporation. Subject to the Approval (signified by vote) by the Board of Directors, he/she shall appoint the chairperson of all standing Committees from the Board of Directors. He/she shall appoint the members of the Rules and By-Laws, Nominating, and Long Range Planning Committees, subject to confirmation by the Board of Directors. In his/her discretion, the President shall appoint, as and if needed, any Ad Hoc Committee in the best interest of the pool. He/she shall also be an ex-officio member of all committees. The President shall support the Board for a one-year period as the Immediate Past President to assist on any transitional issues. This ex-officio job shall be non-voting.

Section 2: The Vice President-Pool and Grounds is assigned as the Chairman of the Pool and Grounds and assumes full responsibility for the general operation and maintenance of the pool facilities. The Vice President-Personnel assumes full responsibility for the hiring and supervision of all pool managers and staff. The Vice President-Personnel shall also have and exercise all the power, authority and duties of the President during his/her absence or inability to act. In addition, both Vice Presidents shall also act as Assistants to the President and perform any other functions they may be directed to perform by the Board of Directors. They, in conjunction with the Board, are responsible for maintaining the Management Policy Guide.

Section 3: The Treasurer shall have custody and control of all funds, securities, valuable papers and other tangible assets of the Corporation. He/she shall provide and maintain full and complete records of all assets and liabilities of the Corporation. He/she shall attend to the maintenance of the accounts of the Corporation, collecting its revenues, and paying its debts approved by the Board. He/she shall deposit funds of the Corporation, received by them, in the name of the Corporation in the depository authorized by the Board. He/she shall prepare and submit at the Annual Meeting of the Membership (held in October) a financial statement of the condition of the Corporation as of the last day of the preceding fiscal year. He/she shall perform such other duties pertaining to his office as may be directed by the Board. The Treasurer shall be bonded.

Section 4: The Secretary shall send out notices of the meetings of the Membership and Board of Directors, keep the minutes of all meetings, document attendance at all Membership and Board Meetings, document votes taken of the Membership and Board, and attend to the correspondence pertaining to his/her office. The Secretary shall perform such other duties pertaining to his/her office as may be directed by the Board.

Board Members:

Section 5: Pool and Grounds shall consist of two additional Board members who: (i) assist the Vice President-Pools and Grounds, (ii) operate the facilities and exercise supervision over the pool and grounds, (iii) attend to the maintenance of the pool buildings, operating equipment and grounds, (iv) in conjunction with the Membership Chair, enforce the Rules and Regulations of the Corporation, (v) plan for and supervise the construction, technical operation, and repair all facilities owned by the Corporation, and (vi) prepare a long range plan in terms of both physical needs of the pool and grounds and a financial plan to pay for future expenses.

- Section 6: The Activities Chairs shall consist of two-elected Board positions¹ and they shall establish and maintain a schedule of all social activities of the Corporation including planning, supervising, and operating affairs and special events of the Corporation. The Activities' Chairs may, in their discretion, form a committee to assist with their duties.
- Section 7: The Membership Chair, in accordance with Article VI, Section 2 of these By-Laws, shall review all applications submitted in accordance with guidelines and procedures set forth by the Board of Directors, and report to the Board on their findings and recommendations on the acceptability/suitability of the applicants for membership. The Membership Chair shall maintain the membership roster for the pool as well as the current waiting list. The Membership Chair shall serve as the liaison with the members regarding pool rules.
- Section 8: The Swim Team Chair shall serve as a member of the Board and shall provide for the organization of the swim team, the retention of the swim coaches, and conduct of swim team business. The Swim Team Chair shall be responsible for establishing a swim team budget and shall report that budget to the Treasurer. The Swim Team Chair may, at his/her discretion, appoint a committee to assist with the duties.
- Section 9: The Assistant to the Vice President-Personnel² shall also serve on the Board. He/she will assist the Vice President-Personnel, as directed, with all aspects related to personnel and the operation of the snack bar.

Article VI – Members

- Section 1: A Membership Certificate may be issued to an individual adult member, head of household, or husband and wife. The family units of the membership holder(s) may utilize the Corporation's facilities upon payment of the membership fee and annual dues, as fixed by the Board of Directors. A family unit is defined as all persons of the same immediate family permanently residing in the same household unit, and financially dependent on the holder(s) of the membership: tenants and roomers are excluded. Any deviation from or interpretation or subsequent change in family status of the above shall be decided upon by the Board of Directors.
- Section 2: The Board of Directors shall vote upon the admission to the Corporation of each applicant recommended by the Membership Chair at their first meeting after such recommendation, and shall confer membership only upon those applicants who shall be approved by two-thirds of the members of the Board present, but in no event by less than six affirmative votes.

¹ This provision is effective in October 2008.

² This position will be elected for the first time in October 2008.

- Section 3: The total active membership shall not exceed 350 Membership Certificates.
- Section 4: Any Membership of the Corporation which has been active for a period of at least eight (8) years, upon written request to the Board of Directors, may be granted Special Membership status. This Special Membership allows the member to use the facilities a maximum of twenty (20) times during the year upon payment of an annual fee as set by the Board of Directors. The number of Special Memberships may not exceed one-hundred (100) in number, and vacancies shall be filled from an established waiting list. Any Special Member wishing to return to active status must follow the regular membership procedures set forth in Section 2 of this Article, except that they shall be placed at the top of the current waiting list.
- Section 5: Any member may make a request to the Board of Directors that their membership become inactive for any given year. However, they must keep their bond in the Corporation and renew their inactive status every year up to a maximum of three (3) years. If an inactive member wishes to return to active status, they must follow normal membership proceedings as set forth in Section 2 of this Article except that they shall be placed at the top of the current waiting list.
- Section 6: Any member of the Corporation may withdraw at any time subject to the provision of Article VII, and there shall be no refund of the current year's dues, unless specifically authorized by the Board of Directors upon their establishment of extenuating circumstances.
- Section 7: Any member of the family unit, for cause and after having been given an opportunity for a hearing before the Board of Directors, may be suspended for a period not exceeding three months, by a two-thirds vote of the members of the Board of Directors present at any meeting thereof, or may be expelled by a three-fourths vote of the entire Board. Cause for suspension, or expulsion, shall in general, consist of violation of these By-Laws, or of the Pool Rules as set forth in Appendix A of the Management Policy Guide. The Board of Directors may empower the pool manager to suspend any member, for one week, for the willful violation of the Pool Rules.
- Section 8: The Board of Directors shall by promulgation in the Management Policy Guide, set forth the terms and conditions upon which guests of members may use the facilities of the Corporation.

Article VII – Property and Finances

- Section 1: The Board of Directors shall, at its February meeting, prior to the meeting of the membership, recommend the annual membership dues required to support the budget proposed for the ensuing year.

The Annual Dues shall be payable by April 1st of each year.

Section 2: Monies to defray the cost of land and facilities of the Corporation shall be furnished by the membership. A Membership Certificate shall be issued to each applicant that is accepted for membership by the Corporation in accordance with Article VI, Section 2, upon payment in full of the current cost of the membership.

The price of membership shall be set by the Board of Directors and approved by the members. Once issued, the value of a Membership Certificate shall increase only by the amounts subsequently paid by the member as their proportionate share of payments for the purchase of additional land or facilities (i.e., Capital Improvements).

Section 3: The Membership Certificate shall not be transferable by the holder and shall contain an appropriate notation to that effect on its face. In the event that the holder of the Membership Certificate ceases to be a member of the Corporation for any cause, they may obtain a refund of the Membership fee paid, less excise tax, if any, dues in arrear, and/or other charges of any nature or description, subject to the approval and consent of the Board of Directors. The member must surrender their Membership Certificate to the Corporation. If a Membership Certificate cannot be located, the member must submit a signed letter to the Treasurer stating such and relinquishing all membership rights before a refund can be made.

Section 4: In the event of dissolution of the Corporation, and only in that event, after the payment of all just debts, expenses, and other obligations, the Membership Certificates shall be a lien upon the proceeds of sale of the property of the Corporation to the extent of the current value of the Certificates as fixed by these By-Laws, subject to an offset of all debts, dues and obligations owed by the holder to the Corporation. After the payment of all Membership, Certificates outstanding, any surplus remaining shall by a previous vote of the Membership at a duly convened meeting be paid over to some acceptable charitable, religious, educational or other tax exempt organization.

Section 5: Any member failing to pay their annual dues (including any concurrently billed assessment) by the deadline established within these By-Laws shall be assessed a late fee of 10% of the amount billed. Any member failing to pay their annual dues or any other indebtedness before the tenth of the month following the original billing, the member shall be sent a second written notice, by the Treasurer, stating that if the indebtedness is not paid within fifteen (15) days of the date on the notice the delinquent member may be suspended by the Board of Directors. Any suspended member shall immediately be sent a third written notice, by the Treasurer, notifying them of their suspension and that they shall cease to be a member of

the Corporation if full payment is not received within fifteen (15) days of the date on the notice. The Board of Directors, at their discretion, may reinstate any member upon request and payment of the indebtedness due to the Corporation.

Section 6: Upon cessation of membership for any cause, all indebtedness owing to the Corporation by said member shall be a lien on and a charge against their Membership Certificate, and the Certificate may be taken over by the Corporation to satisfy such indebtedness. In the event that the Corporation is unable to obtain possession of the Certificate, it may be cancelled on the books of the Corporation, and a new Certificate issued in its place to a newly elected member of the Corporation upon payment by the new member to the Corporation of the current value of the Certificate. In the case of enforcement of a lien, as provided herein, neither the signature of the holder, nor the delivery of the Certificate shall be a requisite to perfect the transfer of ownership to the Corporation or to a new holder, and the Treasurer of the Corporation is hereby authorized to make this transfer on the owner's behalf.

Article VIII – Meetings

Section 1: A series of three (3) Membership meetings shall be held during each year. The first Membership Meeting in each year is to be held in the month of February, at a meeting place and time determined by the Board of Directors. This meeting shall be held for the purpose of preparing and voting upon the proposed budget and dues structure for the ensuing year, review of Committee Reports, and for the transaction of such other business as may be indicated in the notice of the meeting, or as may be brought before it.

Section 2: The second Membership Meeting of each year will be held during the second week of July, and shall be held at the Pool Pavilion. The agenda for the meeting shall include a mid-year operation and financial review by the Board and for the transaction of such other business as may be indicated in the notice of the meeting, or as may be brought before it.

Section 3: The third Membership Meeting shall be held in October of each year at a meeting place and time determined by the Board of Directors. This meeting shall serve as the Annual Meeting of the Corporation (as prescribed in the Corporate Charter). As such, it shall serve as the forum for the annual election of Officers and Board of Directors. A year-end operation and financial review shall also be conducted in addition to any other business identified in the notice of the meeting, or as may be brought before it.

Section 4: Notice of all Membership Meetings shall be given by mail or electronic means at the discretion of the member to the members at

least fifteen days prior thereto. The notice of the February Meeting shall include the budget proposal to be discussed. The notice of the October Membership Meeting shall include the ballot and resume summaries produced by the Nominating Committee and a copy of the Annual Year-End Financial Report.

Section 5: Only active membership (excluding Special and Inactive Memberships) shall be entitled to vote, in person or by signed written proxy, at meetings of the Corporation. Ten days prior to any Membership Meeting, the transfer of books of the Corporation shall be affected, the books shall be closed, and the list of members eligible to vote shall be compiled by the Treasurer. Each Membership is entitled to one vote, or in the case of the election of the Officers and the Board of Directors of the Corporation, one vote for each position to be elected, which may be cast by an adult member of the family unit present at the meeting, or represented by signed written proxy. Votes on issues other than elections, By-Law amendments, budgets, or capital appropriations shall not be made by proxy ballot, as the discussion of the issues is considered essential to an informed decision and subsequent vote.

Section 6: Fifteen (15) active Memberships, in good standing, represented in person, shall constitute a quorum at all meetings of the Corporation, and shall be documented in the meeting minutes by the Secretary.

Section 7: A special meeting of the Membership shall be called by the President within ten (10) days of the receipt of a written request signed by at least twenty (20) active members stating the purpose for the meeting.

Article IX – Nominations

Section 1: The President shall in June of each year (in accordance with Article V, Section 1), appoint a Nominating Committee of five members of the Corporation, none of whom shall be a member of the Board. The Nominating Committee shall be responsible for compiling and publishing a complete list of candidates in accordance with the Nomination Procedure prescribed in Appendix A to these By-Laws.

Section 2: Additional nominations may be made from the floor at the October Membership Meeting. Any active member nominated from the floor shall either be present or shall have signified their intentions in writing to accept the office for which they are nominated.

Article X – Standing Committees

Section 1: The standing committees shall be: Nominating, Long Range Planning and Rules and By-Laws. Each of these committees shall be chaired by an assigned member of the Board and the duties and powers assigned to those standing committees by these By-Laws

shall be subject to the power and authority of the Board.

- a) The Long Range Planning Committee shall work closely with the Treasurer and Pool and Grounds to maintain a detailed schedule of all physical assets of the Corporation -- such as equipment and structures -- and develop/maintain a detailed plan to maintain and replace all aspects of the pool, grounds, physical structures, and equipment. The Chairman of the Committee is charged with maintaining all such records. In addition, electronic copies of all critical records shall be maintained. The Committee may assist in preparation of an Annual Budget and Dues Structure Proposal for each year for the review and approval of the Membership at the February Membership Meeting.
- b) The Rules and By-Laws Committee shall review the By-Laws and Management Policy Guide on a bi-annual basis, recommending any amendments or revisions deemed necessary. These reviews are considered essential as the By-Laws govern the general administration of the Corporation, and the Management Policy Guide delineates the operating rules and regulations for the pool including provisions for guests, safety, health, and good conduct.
- c) The Nominating Committee is appointed by the President and will perform its duties as delineated in Appendix A.

Article XI – General

Section 1: Any question as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by a majority vote of the Board of Directors at a meeting at which a quorum is present.

Section 2: The fiscal year of the Corporation shall be defined as that annual period of time between March 1 and the last day of February.

Article XII – Amendment

Section 1: These By-Laws may be amended by two-thirds of the votes cast by the active memberships (as defined by Article VIII, Section 5) represented in person, or by signed written proxy, at a Membership Meeting of the Corporation, at which a quorum is present, provided that written notice of such amendment has been served on each such Membership at least ten days prior to said meeting. The discussion and subsequent vote on By-Law Amendments shall be conducted before any other business transactions at the Membership Meeting. All By-Law amendments approved shall take effect immediately upon completion of the vote unless otherwise specified in the motion for amendment.

Article XIII - Indemnification

Section 1: Definitions. As used in this Article XIII, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

Section 2: Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

Section 3: Indemnification of Employees and Agents. With respect to an employee or agent, other than a Director or Officer of the Corporation, the Corporation shall indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

Appendix A

Nominating Committee Procedures

Purpose: To ensure that all members of the Corporation are informed of Board positions which are up for election, and given the opportunity to run for any position (via published ballot).

Responsibilities:

Identifying to the Membership the Board of Directors positions which will be vacated at the end of the season.

Relaying to the Membership the responsibilities and terms of each of these Board positions.

Soliciting the Membership for qualified nominees to serve in the Board positions up for election.

Advertise candidates for the various positions along with their experience and qualifications to the Membership.

Preparation of the ballot distributed to the membership.

Procedure: In June of each year, the President shall appoint 5 members to the Nominating Committee (subject to the approval of the Board). One member must be specifically identified as the Chairperson of the Committee. Once appointed, the committee members assume the responsibilities listed above and shall follow the procedure prescribed below.

- 1) Post the name of the Nominating Committee Members on the bulletin board located at the pool entrance.
- 2) Conspicuously advertise on the Pool Bulletin Board the positions of the Board of Directors which will be vacated at the end of the current season. This notice should also delineate the terms and responsibilities of the positions identified to any member considering a Board position. This should be posted no later than the beginning of the fourth week in June and not removed before August 1st.
- 3) Provide a standard method for potential candidates to indicate their interest in a particular (or general) Board position. This may be accomplished by virtue of a nomination form, a supply of which is to be located adjacent to the posted advertisement cited in 1 above.
- 4) Contact all potential candidates identified during the month of July, providing any additional information they need regarding the positions and verifying their interest as a candidate for a specific position.

- 5) During the first week of August, the committee shall advertise (via the Pool Bulletin Board), the positions to be vacated, and the current candidates for each of the positions. A recent photograph and short resume should be posted for each candidate.
- 6) In preparation for the Corporation's notice distributed prior to its Annual Meeting in October, the committee shall prepare the ballot and the candidate's resume is to be included (sample nominating, resume and ballot formats developed by the Rules and By-Laws Committee are available from the Secretary).
- 7) Nominations for the Rollingwood Pool Board of Directors will be accepted through Labor Day, except for nominations from the floor at the October Membership Meeting