

By Laws

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Article I – Identification

Section 1 - Name

The name of the organization subject to this set of by-laws shall be North St. John's Swim Club, Inc. Hereinafter, it shall be referred to as the Corporation or Club. The trading name shall be the North St. John's Swim and Tennis Club, Inc.

Section 2 - Legal Structure

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

Article II - Purpose

Section 1- Recreational Facilities

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

Section 2 - Instruction

The Corporation may also provide for its members and their families instruction in such recreational skills as are related to the enjoyment of its facilities.

Article III - Members

Section 1

Family Membership

One membership shall be issued to one adult member of each family unit. The family unit may utilize the Corporation's facilities upon payment of the membership bond and annual dues, as fixed by the Board of Directors. A family unit is defined as all persons of the same immediate family, including all persons financially dependent on the holder of the membership and/or persons permanently residing in the same household unit, excluding domestics and roomers. This membership includes parent(s) and dependent children under the age of 25. Any deviation from or interpretation of the above shall be decided upon by the Board of Directors.

Single Membership

An existing family membership can be converted to a single membership upon qualification of the following eligibility requirements. Only an adult member (bond holder or spouse) in the family will continue as a single member. There are no children under the age of 18 in the member's household. The member has been a member in good standing both financially and conforming to club rules for 3 or more years. Any deviation from or interpretation of the above shall be decided upon by the Board of Directors.

Senior Citizen Membership

The club provides a 20% discounted membership off the price of a Family Membership for senior citizens with both adults being 60 or better. One membership shall be issued to one adult member of the family unit. This membership is valid for two adults only, and is not valid for a membership including children. If you are participating for the first time, you must send your payment with a copy of your driver's license or other positive age ID. If you have already qualified in a prior year, no proof of age is required. Any deviation from or interpretation of the above shall be decided upon by the Board of Directors.

Section 2

The total membership shall not exceed four hundred fifty (450) bond holder households and twenty-five (25) single bond holders. These numbers can be amended based on the discretion of the Board of Directors.

A waiting list of families wanting to join the club shall be kept by the Director of Membership to replenish membership, on a first come, first served basis, when the membership falls below the total membership or at the discretion of the Board of Directors.

Applicants for membership must pay a \$50.00 fee to be placed on the waiting list. This fee is not refundable to applicants who decide not to join the Club.

It is the responsibility of the member to notify the Director of Membership of any change of address. Failure to notify change of address by January 1 of the membership year may result in undeliverable dues notification.

A Club Manager who is also the head of a family unit (spouse and dependent children living at home) may be granted a temporary family membership at the Boards' discretion. The temporary

membership would be valid only for the season for which they are employed as Club Manager. The temporary family membership would entitle the Club Manager and their family to the same rights and privileges as a members' family membership.

Section 3

Any member of the Club may withdraw at any time. Members withdrawing must notify the Director of Membership in writing stating their desire to withdraw. This notification must be either hand delivered or sent by registered mail to the Director of Membership to insure delivery. The notification must include the return of the Membership Bond for the membership to be considered terminated. Members not withdrawing their membership prior to March 1st will have a \$75 late fee deducted from the Membership Bond. The date of withdrawal will be determined by the postmark date of the letter of withdrawal or, in the case of a hand delivered letter by the member, the date of delivery. All members withdrawing membership will be subject to the provisions of Article IV.

In the event a member decides not to withdraw after he has so formally notified the Club, he must then again notify the Club in writing, in the same manner as he did in withdrawing, that he wishes his membership reinstated. Notification for reinstatement must be received by the Director of Membership by March 30, of that year, for membership to be reinstated. If notification is received after March 30, the member's name will be placed on the waiting list and he will be subject to the membership terms as stated in Article III, Section 2 for new applicants.

Section 4

Any member, for cause and after having been given an opportunity for a hearing with the Board of Directors, may be suspended for a period not exceeding three months, by a three-fourths vote of the entire membership of the Board. Suspension may be invoked for a period not exceeding seven days by any member(s) of the Board of Directors or its authorized representative without recourse to a hearing. Cause for suspension, or expulsion, shall, in general, consist of violation of these By-Laws or of the rules of the Club, or of conduct unbecoming a lady or a gentleman.

Section 5

A membership may be revoked for repeated violation of these By-Laws or the operating rules and regulations by a holder of the membership or a member of his family or for conduct considered detrimental to society on the part of any such person. Revocation may be invoked, after the holder of the membership in question shall have been afforded opportunity for a hearing before the Board of Directors, by the vote of three-fourths of the entire membership of the Board of Directors.

Article IV - Property and Finances**Section 1**

The Board of Directors, at its first meeting, after the annual meeting of the members, shall establish dues for the membership for the ensuing year, and said annual dues must in all cases be paid prior to March 1 of each year.

Section 2

In order to maintain the membership facility, each of the four hundred fifty (450) bond holder households and twenty-five (25) single bond holders, shall be required to purchase and hold a Membership Bond upon admission to the pool. The Board of Directors shall determine the cost of the Membership Bond and annual dues. The purchase price of the Membership Bond for senior citizens, singles and Board of Directors shall not be reduced. Family members can convert to senior or single membership at the start of a new season if this request is made prior to the fee deadline for the upcoming season. For further inquiry please contact the Membership Director.

Section 3

The Membership Bond shall not be transferable by the holders (with the exception of the bond holder spouse) and shall contain an appropriate notation to that effect on the face thereof. In the event that the holder of a Membership Bond ceases to be a member of the Club for any cause, he/she may obtain, subject to the approval and consent of the Board of Directors, a refund of the membership bond paid, less any excise tax, dues in arrears and/or charges of any nature or description, such as unpaid late fees.

The member must surrender his Membership Bond to the Corporation and after the Corporation shall have obtained another applicant, the Corporation shall pay to the member the face value of his Membership Bond, less, any charges, taxes, etc. as hereinbefore mentioned which in no event shall exceed the original Membership Bond purchase price.

Section 4

In the event of dissolution of the Club, in any manner or for any cause, and in no event other than this, upon the effective date of the dissolution of the Club, the Bonds shall be a lien upon the proceeds of the sale of the property of the Club, after the payment of all just debts, expenses of the sale and other obligation, to the extent of the then value of the Bonds as fixed by these By-Laws, subject to a set-off of all debts, dues and obligations owed by the holder to the Club. After the payment of all Bonds outstanding, upon the effective date of the dissolution of the Club, the surplus value, if any, shall by a previous vote of the members at a duly called meeting be paid over to some acceptable charitable, religious, educational or some other income tax exempt purpose.

Section 5

Any member failing to pay annual dues in full by March 1 of each year will be assessed a seventy-five dollar (\$75.00) late fee, due by March 15. Payment of annual dues must be mailed only via the U.S. Post Office and postmarked no later than March 1st to be considered on-time and not incur late fees. A member failing to pay any or all indebtedness by March 15 will be sent a registered letter by March 20 notifying them of automatic membership termination if their payment with late fees is not received by March 31. An Officer of the Corporation will attempt

to notify a member of their unpaid debt on March 2. The Board of Directors, in their discretion, may reinstate any member upon request and repayment of their indebtedness to the Club. Checks received for payment that are returned by the bank for insufficient funds will be subjected to a thirty-five dollar (\$35.00) charge. Senior members are those who are 60 years and older as of January 1st for the upcoming season. Seniors receive a 20% discount on their annual dues.

Section 6

Upon cessation of membership for any cause, all indebtedness owing to the Club by said member shall be a lien on and a charge against his Bond; and the Bond may be taken over by the Club to satisfy such indebtedness. In the event that the Club is unable to obtain possession of the Bond, it may be canceled on the books of the Club, and a new Bond issued in the place thereof to a newly elected member of the Club on payment by him to the Club of the then value of the Bond, as fixed by these By-Laws. In the case of enforcement of a lien, as herein provided, neither the signature of the holder, nor the delivery of the Bond shall be requisite to perfect the transfer to the Club, or to a new holder, and the Treasurer of the Club is hereby authorized as Attorney of the holder of the Bond to make the transfer.

Article V - Officers and Directors

Section 1 - Executive Officers

The Executive Officers of the Corporation shall be a President, a Vice President for Administration, a Vice President for Operation, a Secretary and a Treasurer.

Section 2 - Board of Directors

The Board of Directors of the Corporation shall consist of five (5) Executive Officers and eight (8) Directors – Membership, Swim, Dive, Tennis, Teens, Special Events, Camp and Communications. There will be a total of thirteen (13) Board positions. In the event that multiple people hold one (1) position, only one (1) vote is allowed.

Section 3 - Duties of Officers and Directors

The **President** shall preside at all meetings of the Board of Directors and members. He/She shall be the administrative officer of the Club; he/she shall have the general management and direction of the activities of the Club. He/She shall appoint, subject to confirmation by the Directors, all standing and operating committees, designating the chairman thereof. He/She shall be, ex-officio, a member of committees except the nominating committee.

The **Vice President for 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. He/She shall assist the President and the Treasurer in matters relating to the business and financial operations of the Corporation, and shall be ex-officio, chairman of the Finance Committee. The VP for Administration shall also coordinate matters related to Club insurance with assistance of other board members if necessary. He/She shall be the point of contact for the staff and guards regarding Club management matters. Other administrative tasks may be assigned at the discretion of the President.

The **Vice President for Operation** shall assist the President in matters relating to the construction, operation and maintenance of the recreational facilities of the Corporation, and in the supervision of its employees, and shall be ex-officio, chairman of the Facilities and Operations Committee and manages the contracts associated with the operations of the facility.

The **Secretary** shall record and preserve the minutes of all meetings of the Corporation and of the Board of Directors, and shall make such minutes accessible to any member on request. He/She shall be responsible for the distribution of all notices to the membership and shall manage the mailings, minutes and process new member Identification cards. He/She also arranges logistics for the General membership meetings, and conducts and/or preserves all correspondence carried on in behalf of the Corporation. He/She shall maintain and preserve master copies of all its official documents, such as charters, deeds, by-laws, rules, and so forth, as well as assist the President and Vice Presidents for Administration and Operation as necessary.

The **Treasurer** shall maintain and preserve accounts of all financial transactions of the Corporation. He/She may be assisted by an appointed or salaried bookkeeper who is in actual possession of the Corporation records for bookkeeping purposes. The Board of Directors shall define the specific responsibilities of the Treasurer and Bookkeeper concerning the collection,

safe-keeping, and disbursement of all funds of the Corporation. Disbursements shall be made only by checks bearing the signature of the Treasurer and/or appointed Bookkeeper and/or President. All checks exceeding five thousand dollars (\$5,000) shall be countersigned by the President or Vice President of Administration, with the exception of either pre-established or reoccurring payments as set forth by the Treasurer, President and Board approval. The Treasurer shall maintain an inventory listing of all properties of the Corporation. The Treasurer, along with the President and Board, shall annually prepare a Capital Maintenance Projection of the estimated annual cost for all capital and major maintenance projects. Adequate repair funds will be kept in the bank account and only used at the discretion of the Board of Directors. The Treasurer, or the Bookkeeper or accountant, shall prepare all necessary tax returns on behalf of the Corporation. The Treasurer shall be responsible for seeing these tax returns are filed. The Treasurer shall be responsible for the distribution of statements of dues payable to each member at least twenty-one days prior to the date on which payments are due. All persons authorized to disburse monies may be bonded in an amount fixed by the Board of Directors, and at the expense of the Corporation. The Treasurer is responsible for staffing and management of the bookkeeper, seeking alternate funding such as refinance, managing and processing dues payments, signing checks and insuring distribution of payments including payroll along with any additional financial issues. The Treasurer shall be, ex-officio, a member of the Finance Committee.

The Directors shall counsel and advise the Executive Officers, and shall perform such other duties as may be assigned to them by the President.

Section 4 - Duties of the Board of Directors

In the absence of pertinent directives from the membership or these By-Laws, the Board of Directors shall, by majority rule, formulate policy for the management of the Corporation, and shall prepare recommendations for the consideration by the membership. The Board of Directors may provide for an annual audit of the accounts of the Corporation and shall perform all other duties which it is assigned elsewhere in these By-Laws.

Section 5 - Meetings of the Board of Directors

To fulfill its obligations, the Board of Directors shall hold regular bi-monthly meetings, and in addition may hold special meetings when such are called by the President or any of its members. Seven (7) members of the Board of Directors shall constitute a quorum at any of its meetings as long as there is a majority with the Executive Board.

Section 6 - Compensation of Officers and Directors

No Officer or Director shall be paid a salary for his services to the Corporation. However, any Officer or Director may be reimbursed for any reasonable and proper expenses incurred on behalf of the Corporation. The Officers and Board of Directors are entitled to two (2) complimentary guest pass cards which total 20 guests each season they serve in office. Each Board position is eligible to receive a 20% discount of one family membership annual dues for the season they serve in office. The President shall receive a 50% discount during his/her term(s). Positions where the responsibility is shared by two or more members will be determined by the Board on a case-by-case basis. Discounts on dues can be combined such as a senior who is also an Officer. Any additional discounts or guest passes for any position can be decided at the discretion of the Board.

Section 7 - Qualifications of Officers and Directors

Eligibility for election or appointment as Officer or Director, and the right to hold such office or directorship shall be granted only to members in good standing. However, no member shall be eligible to hold more than one such position at a time, nor shall any two of these positions be filled simultaneously by members who are co-holders of the same joint membership.

Section 8 - Election of Officers and Directors

All of the Executive Officers shall be elected for two-year terms, by the membership at the fall meeting of the Corporation (except at the first fall meeting of the Corporation when all must be elected).

Elections of Officers and Directors shall be by a plurality vote of those present at the meeting.

Election shall be by written ballot if more than one member is nominated for any one office or directorship. No one may be placed in nomination for any office or directorship without his or her prior consent. All Officers and Directors must be members in good standing, with no payment or character indiscretions.

The election of the President and Vice President for Administration and the Vice President for Operations should occur on alternating years.

Section 9 - Vacancies in Offices of Directorships

In the event that the Presidency of the Corporation becomes vacant, the Vice President for Administration shall be immediately appointed to that office by the Board of Directors. In the event that any other executive office or directorship becomes vacant, that vacancy may be filled by an eligible appointee designated by the remaining members of the Board of Directors.

Section 10 - Terms of Office

All of the Executive Officers shall be elected for two-year terms. The term of office of each elected Officer and Director shall continue from the time of his election until the election of their successor, or their resignation from office. The term of any appointed Officer or Director shall be the unfilled balance of the term of his predecessor, or their resignation from office.

Resignation of an Officer or Director may be voluntary, with written notice to the Board of Directors, or involuntary. Involuntary resignation constitutes a removal from office by a majority vote of the Board of Directors after a scheduled hearing with the Officer or Director in question.

There is no limit to the number of consecutive terms an Officer or Director may serve; however should another member in good standing decide to run for that office, the incumbent will need to be elected to the position. The terms of Officers and Directors will be staggered so that all terms will not expire in the same year.

Article VI - Meeting of the Corporation**Section 1 - Schedule of Meetings**

The Corporation shall conduct two regular meetings of its membership per year. These meetings shall be designated the fall and spring meetings, and shall normally be scheduled during the months of November and May, respectively. Special meetings may also be called by the President, a majority of the Board of Directors, or by a petition bearing signatures representing ten percent of the total membership of the Corporation. Notice of any meeting and a tentative agenda shall be distributed to each member at least seven days prior to that meeting

Section 2 - Quorum and Eligibility

A quorum for the transaction of business at any meeting of the Corporation shall comprise a group of members in good standing who represent at least ten percent of the total membership of the Corporation.

Only active members, in good standing, shall be entitled to vote at meetings of the Club. Ten days prior to any annual or special meeting the transfer books of the Corporation shall be closed and the list of members eligible to vote shall be compiled. Each member may vote in person, except that the member's spouse may cast the vote in the absence of the member. Also, any other active member qualified to vote, may, with written authorization, cast an absent member's vote.

Section 3 - Topics of Business

The fall meeting shall include the hearing of the annual reports of the Executive Officers, the election of either Officers or Directors and such other business as is pertinent to the successful continuation of the Corporation.

The spring meeting shall include the adoption of a financial plan and a set of Operation Rules and Regulations for the ensuing year, and such other business as is pertinent to the successful continuation of the Corporation. The financial plan adopted shall include:

- 1) An itemized breakdown of anticipated revenues and expenditures;
- 2) A Schedule of Fees and a specification of the maximum and minimum membership limits;
- 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 to be held as a cash reserve.

The first of these items shall serve as a guide to the Board of Directors; and others shall be binding unless altered at a subsequent meeting of the Corporation, or unless specific exception is made at the time of their adoption. Adoption of a financial plan may be facilitated by the advance preparation of a tentative plan by the Finance Committee and the presentation of recommendations pertinent thereto by the Board of Directors. Similarly, the adoption of a set of Operation Rules and Regulations may be facilitated by the advance preparation of a tentative set of such rules by the Facilities and Operations Committee, and the presentation of

recommendations pertinent thereto by the Board of Directors. The Operating Rules and Regulations so adopted shall remain in force until altered by the membership at a subsequent meeting of the Corporation, or by the Board of Directors if that body is specifically empowered in the resolution of adoption to make such alterations.

Section 4 - Procedure

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

Article VII- Committees**Section 1 - Standing Committees**

The standing committees of the Corporation shall be the Finance Committee, the Facilities and Operations Committee, the Membership Committee and the Nominating Committee.

Section 2- Finance Committee

The Finance Committee shall periodically review the financial status of the Corporation and, when it deems appropriate, make recommendations to the Board of Directors or to membership for the adoption or alteration of policy affecting that status. It shall explore and report upon the financial implications of any new ventures contemplated by the Board of Directors or the membership, and it shall prepare a tentative financial plan for presentation at either the fall or spring meeting.

Section 3- Facilities and Operating Committee

The Facilities and Operations Committee shall supervise the construction, maintenance and use of all facilities owned by the Corporation and shall, as it deems appropriate, make recommendations to the Board of Directors or to the membership regarding the expansion, alteration or repair of such facilities. This committee shall also propose rules for the operation and use of these facilities to ensure that they will provide the greatest possible benefit to the members consistent with considerations of safety and health, the rights of neighboring property owners and the financial resources of the Corporation. Included in this latter duty is the preparation of a tentative set of Operating Rules and Regulations for consideration at either the fall or spring meeting.

Section 4- Membership Committee

The Membership Committee shall assure that the applicants are in good standing. This committee shall also, when so requested by the Board of Directors, conduct campaigns for the recruitment of membership applicants, and shall also provide such assistance to the Secretary as he may require in processing and maintaining the membership files of the Corporation.

Section 5- Nominating Committee

The Nominating Committee will be comprised of the following three Club members: the prior year's President and Secretary and the retiring President. The prior year's President will be the committee chairman. The Nominating Committee may select a complete list of candidates whose names shall be posted fifteen days prior to the Fall Meeting of the members.

Further nominations may be made from the floor at the fall meeting of the members. Any candidate nominated from the floor shall be present and shall have signified his intention to accept the office for which he is nominated.

Section 6- Temporary Committees

The President shall be empowered to appoint and discharge any temporary committees required by these By-Laws or which he may otherwise consider useful in conducting the affairs of the Corporation.

Article VIII- Interpretation & Amendment of By-Laws

Section 1- Interpretation

Any question concerning the interpretation of these By-Laws shall be resolved by the Board of Directors.

Section 2- Amendments

These By-Laws may be amended at any meeting of the Corporation by two-thirds of all eligible voters present or represented by proxy, providing that the text of the proposed amendment shall have been included in the meeting notice distributed to the membership prior to that meeting.