

MILL CREEK TOWNE SWIM ASSOCIATION, INC.  
BY-LAWS  
**2017 Revision**

## **ARTICLE I - Name**

The name of the Corporation, incorporated under the laws of the State of Maryland, shall be Mill Creek Towne Swim Association, Inc.

## **ARTICLE II - Object**

The purposes for which the Corporation is formed are to establish and maintain a club primarily to provide swimming facilities and incidental recreational facilities for its members, their families and their guests and not for the purpose of financial profit or gain, and in furtherance of these purposes and to the extent necessary to build or otherwise acquire such swimming pools, bath houses and other recreational facilities and appurtenances thereto as may appear desirable therefore with the full power and authority to receive by gift, device, purchase or otherwise, monies and properties both real and personal; and to lease, own and hold real estate and personal property; and to encumber, sell, and exchange and to do and perform any and all acts not inconsistent with the aforesaid business or objects under the laws of the State of Maryland and the United States. The Corporation shall in no way operate for the purpose of affording direct or indirect financial profit or gain to its members and shall in all respects conduct its affairs accordingly.

## **ARTICLE III - Board of Directors**

### Section 1 - Control

The affairs and property of the Corporation shall be managed by the Board of Directors, hereafter called the Board, under the control of the membership.

### Section 2 - Board Membership

- (a) The Board shall consist of nine (9) voting members of the Association; four (4) officers, a President, Vice President, Secretary, and Treasurer; and five (5) additional Directors (non-officers).
- (b) All Directors shall be elected by a closed ballot plurality vote of those voting members present in person or represented by proxy at the annual meeting of the Association. The term of office for all Board Members shall be the same as the fiscal year as defined in Article VII.

- (c) All officers, excepting the Vice President, shall be elected to a term of two (2) years. The Vice President is elected for a two (2) year term, automatically becoming President in the second year of the term. The immediate Past President of the Association will serve as an ex-officio (non-voting) member of the Board for the year following the term of office. Therefore, at the Annual Meeting in the fall, the Association will only vote for a Vice President, Secretary, and Treasurer, along with the appropriate number of directors to fill out the Board. The terms of the Secretary and Treasurer shall expire on alternate years.
- (d) All non-officer Directors shall be elected to a term of two (2) years, provided that the terms of three (3) such Directors shall expire in years alternate to the other two (2) non-officer Directors.
- (e) The immediate Past President of the Association will serve as an ex-officio (non-voting) member of the Board for the year following the term of office.
- (f) An Assistant Secretary and the Assistant Treasurer may be appointed by the Board and hold office at its pleasure as ex-officio (non-voting) members of the Board.

### Section 3 - Resignation, Removal and Vacancy

- (a) Any Director who shall cease to hold active membership in the Association automatically shall cease to be a Director, and, if an officer shall cease to be an officer.
- (b) Any member of the Board may be removed from office by a vote of seven (7) members of the Board or two-thirds (2/3) of the voting members present in person or represented by proxy at either an Annual Meeting or a Special Meeting called in accordance with these By-Laws.
- (c) Any vacancy occurring in the Board shall be filled by a majority vote of the remaining members of the Board within sixty (60) days of the occurrence of the vacancy until the next Annual Meeting, at which meeting a Director shall be elected to fill the remainder, if any, of the vacant term of the non-officer Director.

### Section 4 - Meetings and Quorum

- (a) Five (5) Board Members of whom at least two (2) must be officers shall constitute a quorum of the Board at all meetings thereof.
- (b) Regular meetings of the Board shall be held, at a minimum, in the following months: October, December, February, April, May, June, July, August and September. The time and place of the meetings shall be designated by the President and notices given to the Board Members at least three (3) days in advance of the meetings.

- (c) Special Meetings of the Board may be called at any time by the President, or by not less than four (4) Directors. Notice of such special meetings, stating the purpose thereof, shall be given to all Directors.

#### Section 5 - Functions of the Board

- (a) Transact all Association business and make and amend rules for the regulation of the Association property; it may appoint and remove such clerks, agents, servants, or employees as it may deem necessary and may affix their duties and compensations.
- (b) Admit applicants to membership.
- (c) If necessary, create the offices of Assistant Secretary, and Assistant Treasurer and appoint one or more persons who need not be members of the Association, to such offices.
- (d) Resolve any questions as to the meaning or proper interpretation of any of the provisions of these By-Laws.

#### Section 6 - Fiscal Responsibilities

- (a) The Board shall designate the bank or banks in which funds of the Association shall be deposited; and checks, drafts, and other instruments for the payment of funds of the Association shall be signed by the Treasurer and countersigned by the President. The majority of the Board may designate an alternate officer to sign checks in the absence of either the Treasurer or the President.
- (b) The Board shall, through the Treasurer annually submit the books of the Association to a by a C.P.A. who is not a member of the Board to perform a compilation of an unaudited financial statement for preceding year ending September 30th. The Treasurer shall submit the books for compilation no later than October 31st of each year. Submission should be made only after incorporating any changes to the books arising from the "cash audit" performed by the Audit Committee as specified in Article V, Section 1, paragraph d.
- (c) The Board may not borrow or pledge the credit of the Association in excess of five thousand dollars (\$5000) without specific approval of the majority of the members voting at any meeting except as is necessary in the maintenance of the swimming pool and immediately related facilities. This section shall not apply with respect to any item or items of the current annual budget as provided in Article VII.
- (d) The Board may, by resolution, provide for the establishment and replenishment of a petty cash fund, not exceeding three hundred dollars (\$300) for the postage and for

defraying expenses of the Corporation in amounts of one hundred dollars (\$100) or less.

- (e) All members of the Board shall be bonded in the amount of twenty five thousand dollars (\$25,000) at the expense of the Association.

#### Section 7 - Compensation

- (a) All officers of the Board shall serve without compensation for any services performed for the Association during their term of service.
- (b) In the year following the completion of their term, the president and treasurer will have their membership fee waived. There shall be no cash compensation in lieu of paid membership.

### **ARTICLE IV - Officers**

#### Section 1 - President

The President shall preside at the meetings of the Association and of the Board and shall be the administrative officer of the Association. The President shall appoint all standing committees, designating the chairman thereof, and all such special committees as may be directed. The President shall be, ex-officio, a member of all committees. The President shall have power to co-sign and execute all contracts and instruments of conveyance in the name of the corporation and to appoint and discharge agents and employees, except the appointment or discharge of the pool manager shall be subject to approval of the Board.

#### Section 2 – Vice President

The Vice President, in the absence or disability of the President, shall act for the President. The Vice President shall also act as assistant to the President and perform such functions as may be directed by the Board. Additionally, the Vice President shall be a member of the Pools and Grounds Committee.

#### Section 3 – Secretary

The Secretary shall send out notices of the meetings of the Association and of the Board, keep the minutes and attend to the correspondence pertaining to the office as may be asked by the President of the Board. The Secretary shall have charge of such books and records as directed by the Board. The Secretary in consultation with the Membership Chairman shall maintain the membership database for the exclusive use of the Board.

## Section 4 – Treasurer

The Treasurer shall attend to, and be responsible for, keeping the accounts of the Association, collecting the revenues and paying the bills as approved by the Board or other agency authorized by the Board to incur them. The Treasurer shall deposit funds of the Association received in the name of the Association in such depository as may be authorized by the Board. The Treasurer shall render an annual report at the Annual Meeting and interim reports at each Board Meeting and perform other such duties pertaining to the office as may be asked by the President or the Board. All disbursements shall be check drawn on the Corporation accounts and will be countersigned by another officer of the Corporation.

## Section 5 – Assistant Secretary/Assistant Treasurer

The Assistant Secretary and the Assistant Treasurer shall perform such duties as may be assigned them by the Secretary or Treasurer, respectively, or by the President or the Board.

# **ARTICLE V – Committees**

## Section 1 – Standing Committees

The President shall appoint the following standing committees with duties as stated. The members of these committees shall serve until their successors are appointed.

- (a) Membership Committee – The Membership Committee, in accordance with Article VI, shall investigate and report to the Board upon the availability of applicants for membership and to take such steps as necessary to keep membership at its maximum. In addition the membership chairperson, in conjunction with the Secretary, shall monitor, administer, and maintain the online membership database.
- (b) Pool and Grounds Committee – The Pool and Grounds Committee shall exercise supervision of the general pool operations as delegated by the Board; shall employ and supervise the persons responsible for the enforcement of the rules of health and good conduct; shall prepare and recommend the approval by the Board all rules for the operation of the pool and recreational facilities and recommendations for capital improvements, revisions to and/or major repairs of existing structures, equipment and utility systems; shall attend to the improvements and maintenance of pool deck equipment, furniture, accessories, shrubbery, grounds, structures, equipment and utilities systems; shall attend to improvements and maintenance of building structures, water pumping and filtering facilities, general plumbing and electrical systems, accessories and associated equipment and underwater pool protective coatings; shall maintain up-to-date drawings and records of major changes in structures, equipment and utility systems.

- (c) Swim/Dive Team Committee – The Swim/Dive Team Committee will represent the interests of the pool’s competitive swim and dive programs and report these interests to the Board at all regular meetings.
- (d) Audit Committee – A committee of three (3) persons shall be chosen to serve as an auditing committee and shall be comprised of two (2) members of the Board, other than the President or Treasurer, and one person selected from the general membership. The Audit Committee shall make a cash audit of the books of the Association as of September 30th, (the Association’s fiscal yearend) before the end of the third week of October, providing the Treasurer sufficient notice of any changes to the books arising thereof to incorporate them before submitting to the CPA for compilation.
- (e) Social Committee – The Social Committee shall plan and execute social activities of interest to the general membership.
- (f) Nominating Committee – The Nominating Committee shall be composed of five members of the Association, not more than two of whom shall be a member of the Board. The Nominating Committee shall nominate candidates for officers and directors for the vacancies on the Board.
- (g) Automation Committee – The Automation Committee shall plan and execute the preparation, distribution, and administration of the Associations web site, member database, and assist with the Swim/Dive Teams as needed. The secretary shall be a standing member of the Automation Committee.

## Section 2 – Additional Committees

The Board may provide for such additional committees as it deems necessary and, consistent with these By-Laws, may assign duties to all committees.

## **ARTICLE VI – Membership**

### Section 1 – Membership Area

- (a) The regular membership area within which any prospective members must reside as a condition of eligibility for membership shall be Montgomery County, Maryland.

### Section 2 – Number/Classes of Memberships

- (a) The number of voting memberships in this Association shall not exceed four hundred (400).

- (b) Two classes of membership in the Association shall exist – Voting Membership and Non-Voting Membership. These Memberships entitle Association privileges to all member categories as defined in the following section.

### Section 3 – Member Categories

These categories of members may exist (a) Family Member; (b) Single Member; (c) Senior Citizen Member; (d) Associate Member (e) Final Year Member and (f) Two-person Member.

- (a) Family Member – Consists of a husband, wife or head of household (member of record) and any person living permanently (resident during current summer operating period) in the household of a member of record **and** who is financially dependent (as defined by Internal Service Regulations) upon the member of record, provided that any other relative/non-relative of the member of record may be approved as a Family Member by the Board upon written request of the member of record. The status of any Family Member shall continue unless such approval is cancelled by the Board or is granted for a limited period of time. The term “member” when used in these By-Laws shall refer to the Senior Member unless otherwise specified.
- (b) Single Member – Any single individual, between the age of 18 – 62, who has no dependents (as defined by Internal Revenue Service Regulations). This category of member will pay a percentage of the initiation fee as determined annually by the Board to join the pool. Single Members may convert to Family Members by paying the balance of the then prevailing initiation fee. There will be no limit to the number of Single members.
- (c) Senior Member – A membership category for one or two persons that have reached the age of 62. This membership is NOT available to persons that have reached 62 years of age AND also have family members under the age of 18 listed on their account. This category is limited to voting members only and there will be no limit to the number of Senior Members. Other non-voting members may petition the Board for membership in this category and will be limited to a number determined by the Board at the Annual Association Meeting.
- (d) Associate Members – Any family who wishes to join the pool for a single year can apply for membership as an Associate Member. Said Associate Member will not be voting members of the Association. Associate Memberships are for one (1) year only and may be renewed for additional years by the Board upon request from the Associate member. An additional amount equal to ½ of the then prevailing initiation fee is to be collected each year that the extension is granted and will not be credited to the then prevailing initiation fee. In no case shall the number of Associate members exceed the difference between the number of voting members and the membership limit in Section 2(a).

- (e) Final Year Members – Voting members may opt for an additional year of membership in lieu of their refundable membership fee. Said members will be refunded the difference between the annual membership and the refundable membership payment at the conclusion of the swim season. The number of Final Year Memberships will be limited to a number determined by the board annually. Any members who are on the Initiation Fee Refund List can request inclusion in this class of membership. The following membership types are eligible for this category:
  - (1) Memberships approved by the Board prior to August 15, 1966 are designated as Charter Memberships and were purchased for two hundred eighty dollars (\$280).
  - (2) Voting memberships approved between August 15, 1966 and January 1, 2000 will have paid a refundable membership fee of \$425.00. Their refundable membership fee is grandfathered in and they will be entitled to the full refund in accordance with Section 9.
- (f) Two-Person Family - Two members of the same immediate family, who reside at the same address, and who are both between the ages of 18 and 62. The initiation fee will be the same as the prevailing non-refundable fee.
- (g) Classifications of Memberships can be changed during the Annual Association Meeting with a 2/3 vote of the voting members present at said meeting.

#### Section 4 – Application for Membership

- (a) Application for membership shall be filed with the Chairman of the Membership Committee on forms provided by the Association and shall be processed as follows:
  - (1) In the event that the number of voting memberships in the Association is equal to the limit set in Article VI Section 2(a), all applications shall be entered on a waiting list by the Chairman of the Membership Committee, in the order in which properly executed requests for membership were received. Applications shall be accompanied by a fifty (\$50) dollar non-refundable deposit.
  - (2) In the event that the number of voting memberships is or becomes less than the number set in Article VI Section 2(a), applicants will be offered memberships based on their position on the waiting list.

#### Section 5 – Fees and Dues Payment

- a) Each voting membership shall pay a one-time non-refundable initiation fee, which will be determined based on the membership census as of January 1 of the current calendar year. The initiation fee may, at the discretion of the Board, may be paid over two (2) years for a fee (determined by the board). Except that, if a member is an active member of any military branch of the U.S., (herein known as "Military

Member”) the non-refundable initiation fee will be waived for that member for a period of three years. If the Military Member remains a member after three years, the non-refundable initiation fee (in effect when they joined) will be due upon his/her fourth year of membership.

- b) Each membership shall pay an annual dues fee as determined by the Board.
- c) A prospective member shall be allowed two (2) weeks in which to accept written offer of membership. For those accepting membership for the upcoming or current summer operating period, the full membership fee must be paid in accordance with terms authorized by the Board. Full or pro-rated dues for the upcoming or current summer operating period must be paid by April 30, or within two (2) weeks of acceptance, whichever is later.

#### Section 6 – Acceptance of Membership

- (a) Membership is conferred to applicants who meet the requirements of Article VI, Section 1, 4, and 5 by acceptance of the application and fees by the Board as indicated by Article VI, Section 5. In the event the application is not accepted, all funds shall be promptly returned to the applicant less the application fee.

#### Section 7 – Privileges/Responsibilities

- (b) All members of the Association shall be accorded the facilities of the Association subject to the pool rules and regulations which shall be posted conspicuously at all times.
- (c) The Board, subject to approval of the membership, shall by rule fix the terms and conditions upon which guests of members may use facilities of the Association.
- (d) Any property of the Association damaged as a result of the fault or misconduct (as determined by the Board) of a member of any class, or member’s guest, shall be promptly paid for by such member.
- (e) The member shall be responsible for the conduct of any guests, and agrees to closely supervise any guest under the age of eighteen.
- (f) The Association only provides permission for the use of the swimming pool facilities; it is not thereby certifying the fitness, suitability, or adequacy of any individual(s) with respect to their skill or ability to participate, at any level, in the use of said facilities.
- (g) The Association assumes no responsibility and members (of any class) or their guests have no claim against the Association for the property of members of any class or of any guest, which may be brought into or left in the Association building or on the grounds.

#### Section 8 – Suspension of Member

- (a) Any member of any member category may, for cause and after having been given an opportunity for a hearing, upon not less than five (5) days written notice (which notice shall specify the charges against him), be suspended for a period not exceeding one (1) month by a two-thirds (2/3) vote of the members of the Board present at any meetings thereof, and may be suspended for a period not exceeding three (3) months by a two-thirds (2/3) vote of the entire membership of the Board. Cause for suspension shall, in general, consist of violation of these By-Laws or of the Rules and Regulations of the Association or of conduct detrimental to the interests of the Association.
- (b) The Board may delegate to the Chairman of the Pool and Grounds Committee, or a responsible employee of the Association, the power to suspend pool privileges for the violation of the Association Rules and Regulations without hearing, provided such suspension does not exceed three (3) days. A written report of such suspension, containing reasons thereof, shall be submitted to the President within twenty-four (24) hours. A copy of such report shall be furnished to the suspended member, unless such member is an Non-Voting Member, in which case, a copy of the report shall be furnished to a Senior Member of that family unit.

#### Section 9 – Refund and Cessation of Initiation Fee

Repayment of the refundable initiation fee will be as follows, and in accordance with Article VII, Section 5:

- a) For all members who have left the pool prior to 7/15/01, refunds will be paid by the treasurer upon a majority vote of the board to do so, if the voting membership is 324 people or fewer.
- b) For those members awaiting refunds with a resignation date after 7/15/01, refunds of the refundable initiation fee will be made upon the discretion of the board only when there are between three hundred twenty five (325) and three hundred sixty four (364) voting members.
- c) Refunds are mandatory at the rate set in Article VII Section 8 only when there are three hundred sixty five (365) or more voting members. The refund price shall in no event exceed the purchase price. Refunds will be made providing funds are available to cover said refund.

#### Section 10 Termination of Membership

- a) Association memberships are not transferable and revert back to the Association when a member withdraws or membership is terminated. When a member sells his/her house, and relinquishes the membership, the purchaser will have a thirty (30) day option beyond the date of the relinquishment of the membership to buy the membership from the Association; the permissible refund will be promptly made to the original member upon completion of the sale through the Association. The original member should indicate the

name of the purchaser in his letter of withdrawal to the Treasurer of the Association.

- b) Any member may withdraw at any time subject to (a) proceeding. Requests for withdrawal from membership and refund shall be submitted to the Treasurer of the Association in writing.
- c) At the discretion of the Board, annual dues may be refunded only if the season has not started and the membership can be replaced immediately with a new membership. Special assessments and any other fees shall be refunded only when specifically approved by the Board.
- d) Memberships shall be automatically terminated if the membership dues are not paid in full by June 15th of the calendar year.
- e) A member in good standing may petition the Board to have their membership status made inactive for one year. The Board may, at its discretion, grant the inactive status. The fee for inactive status shall be sixty dollars (\$75.00). Among other considerations, the Board should consider current census, waiting list, and current number of inactive memberships.
- f) If a member has been in a divorce, the membership shall stay with one party. The second party in the divorce shall be allowed to remain as an existing single membership, paying all such fees as required for that membership.

## **ARTICLE VII – Fiscal Affairs**

### Section 1 – Annual Budget

- (a) The fiscal year shall run from October 1 through September 30 of the following year.
- (b) An annual budget setting forth anticipated revenue and proposed expenditures for the fiscal year shall be prepared by the Board and mailed to the membership not later than February 15th of each year. The annual budget shall be submitted to the membership for adoption at a meeting to be held in February.
- (c) The annual budget shall be subdivided into the following sections:
  - 1. Operational Costs
  - 2. Capital Improvement Costs
  - 3. Reserve Fund

- i) The annual budget shall contain a separate apportionment fund from the other budget items, as a Reserve Fund. The primary purpose of this fund is to reduce the likelihood of unplanned, major special assessments by developing and maintaining a reserve that may be drawn upon to replace or repair major equipment and facilities that are subject to malfunction, wear or the ravages of time.
- ii) The Reserve Fund apportionment shall be set at five thousand dollars (\$5000) minimum annually. This apportionment may be adjusted by the Board as time and experience indicate.
- iii) The Reserve Fund is primarily intended for use in repairing or replacing inoperable or worn major equipment and deteriorated or damaged major facilities as follows:
  - (a) The pool structure and associated equipment and accessories used to move, control and condition the water.
  - (b) The bathhouse and filter/pump-house structures and associated plumbing, electrical and water heating systems.
  - (c) Major supporting facilities such as the parking lot, recreation court, pool deck, storage shed, diving platforms, etc.
- iv) The Reserve Fund shall not be utilized for normal maintenance such as painting, minor repairs, etc.
- v) A secondary purpose of the Reserve Fund is as a source of funds for capital improvements subject to the following conditions:
  - (a) The Reserve Fund Account shall not be depleted to less than twenty-five thousand dollars (\$25,000) available for its primary purpose.
    - (i) All proposed capital improvements in excess of five thousand dollars (\$5000) a year (funded from the Reserve Fund) shall be subject to approval by the voting membership, at the annual budget meeting.
- vi) Funds remaining from each seasonal apportionment shall be deposited in an interest bearing account with all interest accruing to the Reserve Fund.

## Section 2 – Annual Dues

- (a) The annual dues shall be payable or post-marked no later than April 30th of each year. Late payments shall be subject to a penalty of twenty-five dollars (\$25).
- (b) The annual dues shall be set by the Board based on the annual budget plan.
- (c) Annual dues shall be payable by check or credit card via the online payment processing application within the association website. The board shall decide each year as to whether an optional installment plan is available to members to pay annual dues.

## Section 3 – Special Assessments

- (a) Special assessments, if any, subject to the approval of the voting membership, in a meeting format described in Section 8, shall be payable at such times as specified by the Board.

## Section 4 – Delinquency

- (a) In case a member does not pay annual dues or other indebtedness (including late fees) by the due date, the member is delinquent and shall be advised of such delinquency by the Treasurer and or the Membership Chairperson by mail, email, or other means of communication within fifteen (15) days. If the required payment is not made within fifteen (15) days following the date of such notice, the membership shall be automatically terminated.
- (b) Upon termination of membership for non-payment of dues or indebtedness, the member shall be entitled to refund of the initiation fee as provided in Article VI, Section 9, except for liquidated damages in the amounts of ten dollars (\$10.00) for each registered letter sent and one hundred dollars (\$100) for expense and loss of income to the Association. If the member does not respond to the notice within one (1) year, the refundable initiation fee will be forfeited to the Association.

## Section 5– Liabilities of Members

- a) Voting Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by member of their household to whom the privileges of the Association shall be extended, and for all charges and liabilities incurred by guests introduced by them.

## Section 6– Indebtedness of Member

Upon cessation of membership for any cause, all indebtedness other than delinquent

dues owing to the Association by a Voting Member shall be charged against the refund of the refundable initiation fee.

#### Section 7 Membership Share Account

A Membership Share Account shall be maintained for the purpose of making refunds of membership fees defined in Article VI.e.2, until all refundable memberships are paid.

- (a) The balance in the Membership Share Account shall be sufficient to make refunds to all eligible current voting members, as defined in Article VI.e.2, in excess of three hundred sixty five (365) voting members. This balance requirement shall be calculated as follows:

(Current number of voting members – (365) X \$425)

- (b) Any funds in the Membership Share Account in excess of the amount specified in Article VII, Section 8(b), shall be transferred to the Reserve Fund and be used for the purpose set forth in Article VII. Section 1(d).

## **ARTICLE VIII – Meetings**

#### Section 1 – Annual Meeting

- (a) The Annual Meeting of the membership shall be held during the period September 1 – September 30 of each year for the purpose of electing the officers and directors, receiving the written annual reports of the President and the Treasurer, and transacting such business as may be properly come before the meeting.
- (b) The notices of the meeting shall be mailed and/or emailed with return receipt to the Voting Members at least two weeks prior to the meeting date and shall contain a list of all topics to be presented to the membership for consideration. The notice shall also include the names of candidates for election as officers and directors nominated by the Nominating Committee.
- (c) Members who wish to have business presented to the meeting shall notify the Secretary in writing and/or by email with return receipt no later than August 20.

#### Section 2 – Budget Meeting

The annual budget as approved by the Board shall be submitted to the membership for adoption at a meeting to be held in February.

### Section 3 – Special Meetings

- (a) Special meetings of the membership may be called by the Board. Also, upon written request of not less than twenty five (25) of the Voting Members to the Secretary stating the purpose therefore a special meeting shall be called by the President within thirty (30) days. Seven (7) days notice in writing or by email with return receipt of the meeting and its purpose shall be given to the Voting Members. No other business shall be transacted.
- (b) The Secretary in the written notice of a special meeting shall give the topic.

### Section 4 – Voting

- (a) Only one Voting Member per membership shall be entitled to vote at meetings of the membership. Decisions of the voting members shall be binding on the Board.
- (b) Voting members may vote in person or by proxy. If voting by proxy, it must be on a form provided by the Association, and given to a voting member.

### Section 5 – Quorum

Five percent (5%) of the voting membership must be present in person to constitute a quorum for the transaction of business at a meeting of the Association. If less than a quorum is in attendance for any meeting which shall have been called such a meeting may, after the lapse of at least one-half (1/2) hour, be adjourned to an alternate date as provided for in Section 6. The number of voting members present at such a meeting shall constitute a quorum.

### Section 6 – Notices.

- (a) Whenever in these By-Laws notice to members is required, the mailing or emailing with return receipt of such notice to the address shown in the records of the Association for the members shall constitute such notice.
- (b) All notices of Association meetings shall include notice of an alternate meeting date in the event the quorum requirements in Section 5 are not met. Such alternate meeting dates shall be at least one week subsequent to the date of the first meeting. It is the responsibility of each Voting Member to determine from the Secretary or other officers and directors whether the alternate meeting is required.

## **ARTICLE IX – Election of Officers and Director**

### Section 1 – Nominations

- (a) The Nominating Committee shall report nominations to the Secretary on or before August 20.
- (b) Nominations may also be made from the floor providing each nomination is seconded and provided further that the nominee has expressed willingness to serve, either at the Annual Meeting or by a statement in writing.
- (c) The list of candidates, as submitted by the Nominating Committee and as augmented by nominations from the floor, shall be included in one ballot.

## Section 2 – Voting

Each voting member may cast closed ballot vote for each office and position on the Board of Directors. If a member votes for more candidates than there are vacancies, the ballot shall be considered defective and discarded.

## **ARTICLE X – Amendment of By-Laws**

- (a) Proposals from the general membership for amendment of these By-Laws must be sponsored by at least ten (10) voting members and shall be submitted in writing to the Secretary who shall then present such proposals at the next meeting of the Board. The proposals, and the recommendations of the Board, shall then be placed on the agenda for the next regular or special meeting of the membership. Provided that such proposal is submitted at least three (3) weeks in advance of such meeting. Approval by two-thirds (2/3) of the voting members in attendance shall be required in order to adopt any proposal.
- (b) Proposals by the Board may be offered at any regular or special meeting of the membership. Approval shall be on the same basis as above.

## **ARTICLE XI – Miscellaneous**

### Section 1 – Indemnification

- (a) Each person who acts as a Board member of the Association shall be indemnified by the Association against expenses actually and necessarily incurred in connection with the defense of any action suit or proceeding in which he or she is made a party by reason of being or having been a Board member of the Association, except in regard to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duties.
- (b) The right of indemnification provided herein shall extend to each Board member referred to in (a), whether or not he or she is such Board member at the time

such costs or expenses are imposed or incurred, and in the event of his or her death shall extend to his or her legal representative.

- (c) The association shall obtain Officers and Directors Liability Insurance at the expense of the Association.

## Section 2 – Age of Members

Wherever mention is made herein to age of members, it shall be the age attained as of January 1<sup>st</sup> of the current year.

## Section 3 – Extending Privileges

Upon written request, the Board may extend the use of the facilities, with or without fees of the Association to certain organizations, groups, or persons, such as Boy or Girl Scouts, Red Cross Training Classes, school athletic events and related activities, provided that this privilege is extended not more than once a week, or eight (8) times a season for such activities.

The Board shall require a waiver from the members of any such group indemnifying the Association, its officers and agents against any claim for injury or damage to such members or their property except to the extent covered by insurance.

## Section 4 – Execution of Corporation Papers

All written obligations of the Association other than checks shall be executed by the President, Vice-President, or other person authorized by the Board and Secretary or Assistant Secretary and shall be solemnized by the affixation of the Corporate Seal and not otherwise, so long as this is not inconsistent with the existing law.

## Section 5 – Authority to Execute Papers

No obligations on the part of the Association shall be entered upon without the approval of the Board first. Except to matters involving less than three hundred dollars (\$300).

## Section 6 – Rules of Procedure

Unless otherwise provided for by law, by the certificate of incorporation, or by these By-Laws, rules of procedures governing meetings of the Association or of the Board shall be those of Robert's Rules of Order, as revised from time to time.

## Section 7 – Sale of Land

The Association shall not dispose of any real property except in accordance with such approval as may be granted by a two-thirds (2/3) vote of the voting membership.

## **ARTICLE XII – General Counsel**

The Corporation may enlist the aid of a General Counsel who must be a member of the Bar of the State of Maryland.

The General Counsel of the Corporation may be designated by the Board at any regular Board meeting.

The General Counsel shall advise the Board on matters of legal import concerning the Corporation.

## **ARTICLE XIII – Principal Office**

### Section 1 – Location, Phone, Web, Email

The principal office of the Corporation shall be located at the site of the swimming pool:

7285 Mill Run Drive, Derwood MD 20855

301-926-8849 (During the season)

[www.mctsa.com](http://www.mctsa.com)

[President@mctsa.com](mailto:President@mctsa.com)

### Section 2 – Books and Records

- (a) Corporate books and records of the Corporation shall be kept in the principal office of the Corporation unless in the hands of officers or non-officer directors of the Corporation.
- (b) Corporate books and records shall be open to inspection by members at a reasonable time and such inspection shall take place at the customary place of keeping of said books and records.

Located at the Corner of Mill Run Drive & Shady Grove Road in Derwood, Maryland  
301-926-8849 ~ [www.MCTSA.com](http://www.MCTSA.com)