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## By-Laws

(Revised September 2019)

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#### **ARTICLE I – NAME**

The name of the Corporation shall be FOREST HILL SWIM CLUB, INC.

#### **ARTICLE II - PURPOSE**

The purpose for which this non-profit corporation is formed and the business and objects to be carried on and prompted by it are to organize and operate a corporation exclusively for pleasure, recreation, educational, charitable, civic and other non-profitable purposes (all as more fully set forth in Article 3 of Articles of Incorporation of said Corporation), in the area

known as Dunloggin, Howard County, Maryland.

### **ARTICLE III - GOVERNMENT**

Section 1 The Corporation shall be managed by a Board of Directors, consisting of Members in good standing, 12 to 15 in number, of which greater than 50% shall constitute a quorum at any meeting of the Board.

- (a) All agenda items requiring a vote must have consent of at least 5 Directors to pass a motion.
- (b) Only one of the adult Bond holding Members shall be eligible to be on the Board of Directors at one time. Board vacancies shall be elected at each annual meeting of the Members and shall be elected to serve for a period of three years.

Section 2: The officers of the Corporation shall be a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. Such officers shall be elected by a written ballot by the Board of Directors, for a period of one year, in accordance with Article 4, Section 4.

Section 3: No officer or Director shall serve for more than three consecutive years in the same position. Each Officer and Director shall be an adult Member in the Corporation or an adult Member of the household of a Member.

Section 4: An Officer's or Director's term of office shall cease when he ceases to be a Member of the Corporation.

Section 5: The Board of Directors shall fill any vacancy in the Board by a two-thirds majority vote of the remaining Directors, until the next general election. Any Member of the Board who is elected under this section shall not be subject to the three year limitation established in Section 3 above.

Section 6: The Board of Directors shall fill any vacant office by a majority vote of the Board, until the next annual election of Officers, with the exception the office of the President shall be automatically filled, upon vacancy by the First Vice-President.

Section 7: If a Director fails to attend two consecutive, regular meetings of the Board of Directors, fails to attend three or more meetings in a calendar year, or otherwise fails to discharge any of his duties or obligations to the Corporation, the Director may be removed by a majority vote of the Executive Committee, and the vacancy filled as provided in Section 5 or 6 of this Article.

Section 8: In the event of dispute as to procedure at any meeting, the same shall be governed by Roberts Rules of Order.

### **ARTICLE IV - NOMINATIONS AND ELECTIONS**

Section 1: At one of the regular meetings of the Board of Directors, prior to the Annual Meeting of Members, there shall be appointed a Nominating Committee, consisting of five Members of the Club, none of whom shall be a Member of the Board. The Nominating Committee shall select a complete list of candidates for the Board of Directors, which list shall be distributed to all Members with the notice of the Annual Meeting. The nominees will have signified their willingness to serve if elected.

Section 2: Further nominations for the Board of Directors may be made from the floor at the Annual Meeting of the Members. Any candidate nominated from the floor shall be present and shall signify his willingness to serve if elected.

Section 3: New Directors shall be elected at each annual meeting of the Members and shall serve for a term of three years. Election of Directors shall be by a plurality vote of those present at the meeting. Election of Directors to fill any unexpired term shall be conducted in the same manner.

Section 4: The Officers of the Corporation shall be elected by the Board of Directors for a term of one year. A special meeting of the Board shall be held within one week following the annual meeting of the Members, to elect the officers; this meeting shall be moderated by the outgoing President. Within ninety days after the annual meeting the Membership shall be furnished a list of the Directors and Officers of the Club.

## **ARTICLE V - DUTIES OF THE BOARD OF DIRECTORS**

Section 1: The Board of Directors shall

- (a) Transact all corporate business, including construction of facilities, and approve rules for the use of corporate property
- (b) Approve all applications for Membership
- (c) Select the depository for corporate funds
- (d) Provide for a financial review every year

Section 2: The Board of Directors shall meet eleven times each calendar year and at such other times as they 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 three Directors.

Section 3: The President of the Corporation shall be Chairman of the Board.

Section 4: No Officer receives a salary for services rendered.

Section 5: No Director shall participate in the consideration or decision of the Board of Directors on any matter in which he has a personal or financial interest not common to other Members of the Club.

- (a) All existing relationships must be disclosed to the other Board of Directors members prior to consideration on such matters.

**(b) A Director shall be suspended from all procedural and substantive participation on such a matter upon any Director raising a question of privilege regarding a perceived failure to comply with this section of the By-Laws, and a two-thirds majority vote of the Board of Directors on the question of privilege.**

## **ARTICLE VI - DUTIES OF THE OFFICERS**

Section 1: The President shall preside at all meetings of the Board of Directors and Members. The President shall be the Administrative Officer of the Club; he shall have the general management and direction of the activities of the Club. The President shall appoint, subject to confirmation by the Directors, all standing and operating committees, designating the Chairman thereof. The President shall be ex-officio, a Member of all committees.

Section 2: The First Vice-President and Second Vice-President shall have and exercise all the powers, authority and duties of the President during his absence or inability to act, it being understood that in any such event the First Vice-President shall first assume and exercise all the powers and authority of said President and in the event the said President and First Vice-

President are absent or unable to act, then the Second Vice-President shall then have and may exercise all of the powers and authority and duties of the said President. They shall also act as Assistant to the President and perform such other functions as they may be directed to perform by the Board.

Section 3: The Treasurer shall have custody and control of all funds, securities, valuable papers and other tangible assets of the Corporation. The Treasurer shall provide and maintain full and complete records of all the assets and liabilities of the Corporation. The Treasurer shall attend to keeping the accounts of the Club, collecting its revenues, and paying its bills, as approved by the Board of Directors, or other agency authorized by the Board to incur them. The Treasurer shall deposit funds of the Club, received by the Treasurer, in the name of the Club, in such depository as may be authorized by the Board. The Treasurer shall perform such other duties pertaining to this office and may be asked of them by the Board of Directors.

Section 4: The Secretary shall send out notices of the meeting of the Club and of the Board of Directors, keep the minutes, and attend to the correspondence pertaining to his office. The Secretary shall perform such other duties pertaining to this office as may be asked of them by the Board of Directors.

## **ARTICLE VII - EXECUTIVE COMMITTEE**

Section 1: The Board of Directors, by Resolution adopted by a majority of the Board, may provide for an Executive Committee of three or more Directors. If provision be made for an Executive Committee, the Members thereof shall be elected by the Board of Directors to serve during the pleasure of the Board of Directors. Unless a Chairman shall have been selected, the Executive Committee shall elect a Chairman from its own number. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the Corporation conferred by the By-Laws or otherwise to the extent authorized by Resolution providing for such Executive Committee or by subsequent Resolution adopted by a majority of said Board. All actions of the Executive Committee shall be reported to the Board of Directors at its next meeting and such action shall be subject to revision and alteration by the Board of Directors, provided, however, that no rights of third persons shall be affected by any such revision or alteration. Vacancies on the Executive Committee shall be filled by the Board of Directors.

Section 2: The Executive Committee shall recruit, review and recommend applicants for positions with the Club; and shall monitor and evaluate the performance of Club Staff in conjunction with the Club Manager.

Section 3: The Executive Committee shall be informed by the club manager on Facilities Repairs; Safety concerns; violations to the Rules and Regulations of the club; and Damage to property within 48 hours of discovery and work in conjunction with the club manager on resolution of the issue.

## **ARTICLE VIII - STANDING COMMITTEES**

Section 1: The Standing Committees shall be Membership; Finance; Facilities; Social; Marketing, Aquatics, Tennis, and IT. The primary functions and responsibilities of these committees shall be as follows and they shall be subject to the Authority of the Board of Directors. Other committees, subcommittees, and positions may be created and assigned as necessary.

(a) The Membership Committee shall investigate and report to the Board of Directors its conclusions on the applications for Membership submitted to it, track Membership changes including resigned Members, authorize the payment of Bond refunds upon transfer of Bond ownership to new Members, and handle payment tracking and notifications of Membership dues and late fees.

(b) The Finance Committee, chaired by the Treasurer, shall prepare the Annual Budget for submission to an approval by the Board of Directors, and shall exercise general supervision over the financial transactions of the Club and report financial standing to the board at monthly meetings. The Finance Committee is responsible for Long Term Planning and shall maintain a current five-year capital requirement projection. Its responsibilities include a review of each capital expenditure required for the operation of the entire Club with the purpose of recommending to the Board the priority of the Expenditure of capital funds. It is also its responsibility to plan the availability of funds to meet the payment of recommended expenditures.

(c) The Facilities Committee shall, working in conjunction with the Club Manager, oversee and report to the Executive Committee on the status of the pools and grounds; shall attend club inspections; oversee building maintenance and repairs, operating equipment and grounds; shall be informed of the health, sanitation and safety-related operations of the Club. The Facilities Chair will solicit new bids for landscaping and pool maintenance contracts every two years.

(d) The Social Committee shall, working in conjunction with the Club Manager, Tennis Director, Aquatics Committee and the Facilities Committee, to plan and schedule activities for the Club Membership; this shall include adult socials, teen nights, family nights, holiday parties, and such other activities as may be authorized by the Board. The Chairman of the Social Committee shall establish, subject to Board approval, sub-committees to assist with event planning.

(e) The Marketing Committee shall handle all solicitation and new Member recruitment of the club. Additional responsibilities include running club activities to drive Membership engagement and retention.

(f) The Aquatics Committee shall oversee the hiring of Swim Team Coaches, Dive Team Coaches, swim and dive enrollment, manage the meet schedules, and other aquatics related activities. They are expected to share these duties with the Swim Team Coach, Dive Team Coach, and Club Manager.

(g) The Tennis Committee shall, plan and schedule tennis activities for the Club Membership; this shall include round robins, tennis ladders, and participation in challenge matches, and such other activities as may be authorized by the Board. The Chairperson of the Tennis Committee shall establish, subject to Board approval, sub-committees for tennis specific functions. The Board of Directors shall appoint representatives of the Club for all authorized Inter Club and/or league functions or activities.

(h) The IT committee shall oversee website maintenance and updates, technical Membership questions, email database management, software maintenance, and hardware maintenance at the Club. Hardware maintenances includes managing the wi-fi extenders, computers, ipads, routers, phone lines, and security systems at the club.

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## **ARTICLE IX - GENERAL MEMBERSHIP MEETINGS**

Section 1: The Annual Meeting of the Club shall be held on or before the Federal Holiday of Labor Day in each year, on such date, and at such place and time as the Board of Directors may determine. The Annual Meeting shall be for the purpose of electing Directors, for the presentation of any Committee reports that may be necessary 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: Notice of the Annual Meeting shall be given to the Members at least fifteen (15) days prior thereto. The notice of the Annual Meeting shall include the names of the candidates nominated as Directors of the Club by the Nominating Committee, a copy of the Annual Financial Report and a report from the President covering the year's operation.

Section 3: Special Meetings of the Club may be held on ten (10) days notice distributed to all Members. The notice shall state the exclusive purpose for which the meeting is called, and no other business may be transacted at that special meeting.

- (a) The Board of Directors may call special meetings of the Club
- (b) The Board of Directors shall call a special meeting of the Club within thirty (30) days following receipt of a written request signed by at least thirty (30) Members in good standing.

Section 4: Thirty (30) active Members, in good standing, present in person, shall constitute a quorum of all Club meetings.

Section 5: Only one of the adult Members whose name appears on the Bond, and is in good standing, shall be entitled to vote at meetings of the Club. Ten (10) days prior to any Annual or Special meetings the transfer of the Corporation shall be closed and the list of Members eligible to vote shall be compiled. Each Member may vote in person, only except that his written proxy authorizing another adult Member of his family unit to vote in his stead shall be permitted.

Section 6: For the purpose of transacting all general business at any annual or any special meeting a simple majority vote shall prevail with the following exceptions which are stipulated elsewhere in these By-Laws.

- (a) Election of Directors - Article IV, Section 3
- (b) Amendment of these By-Laws - Article XIV, Section 1

## **ARTICLE X - MEMBERS**

Section 1: A Family Membership shall normally be issued in the name of both spouses of each family unit. In the event of a family unit where there is only one adult, then the Membership shall be issued in a single name. The family unit 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, including all dependents on the holder of the Membership. Married dependents, tenants and roomers are not considered part of the immediate family and are subject to all applicable guest fees. Any deviation from the above shall be decided upon by the Board of Directors. Membership may also be defined as an Individual Membership or Two Person Membership.

An Individual Membership shall include only the individual in who the Membership Bond is issued and is at least 21 years of age. Individual Members will pay 65% of the prevailing Annual Dues and 65% of any Capital Assessments subject to the same provisions which apply to Members as set forth in Article X. Individual Members shall retain the Membership Bond and

shall surrender the Bond when they cease to be a Member in accordance with Article X Section 5. Each individual Member shall be entitled to one vote at the meetings of the Membership. The number of Individual Membership positions may be capped by board determination. Priority receipt of Individual Memberships among existing Members changing status will be based on Membership tenure.

A Two Person Membership shall include a husband, and wife or cohabitating couple both of which are at least 21 years of age. A Two Person Memberships will pay 80% of the prevailing Annual Dues and 80% of any Capital Assessments subject to the same provisions which apply to Members as set forth in Article X. A Two Person Memberships shall retain the Membership Bond and shall surrender the Bond when they cease to be a Member in accordance with Article X Section 5. Each Two Person Membership shall be entitled to one vote at the meetings of the Membership. The number of Two Person Membership positions may be capped by board determination. Priority receipt of Two Person Memberships among existing Members changing status will be based on Membership tenure.

Section 2: The total Bonds shall not exceed five hundred (500), not counting any Tenured Members, except that this number may be increased or decreased from time to time by calling a meeting of the Members to decide on any such increase or decrease.

Section 3: This section is deleted in its entirety. Section 4: Each of the Members accepted into Membership, as a condition of Membership, shall be required to pay a non-refundable Application Fee and a refundable Membership Bond. Each Member so accepted and fully paid shall receive a Membership Bond. This Membership Bond shall not be transferable by the holder and shall contain an appropriate notation to that effect on the face thereof. The Application Fee and Membership Bond shall be set annually by the Board of Directors. The club Application fee will be waived for Members with proof of active military status.

Section 5: Any Member of the Club may withdraw at any time, subject to the provisions established in this Section and Section 7 of this Article, and there shall be no refund of the current year's dues. In the event that the holder of a Membership Bond ceases to be a Member of the Club for any cause, he must surrender this Membership Bond to the Corporation. After the Corporation shall have accepted another applicant, the Corporation shall pay to the Member the value of the Members Equity or Membership Bond established in accordance with Article XI, Section 3, less any excise tax, dues in arrears, and/or charges of any nature or description, and subject to the approval consent of the Board of Directors. In the event a Member sells his home, the Member by suitable endorsement on the back of the Membership Bond, or by letter to Forest Hill Swim Club, P.O. Box 285, Ellicott City, Maryland 21043, may give the purchaser of the home the prior right over all others to such Membership provided said purchaser submits a formal application, pays the required current Membership and Application Fees, if any, within thirty (30) days of the date that the original holder of the Membership Bond surrenders it to the Corporation. If any such purchaser, for any reason, does not meet the above requirements for Membership, or does not wish to exercise his prior right within the allotted thirty (30) days, the Corporation shall be permitted to sell such Membership in accordance with the priorities established by the Corporation at that time. A Member who withdraws after May 1 and who has not paid his current dues or other indebtedness to the Club, shall be subject to Section 7 of this Article and shall not have any transfer rights.

Section 6: Any Member, for cause and after having been given an opportunity for a hearing, 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 Membership of the Board. Cause for suspension, or expulsion,

shall, in general, consist of violation of these By-Laws or the Rules and Regulations of the Club, or conduct unbecoming a lady or gentleman.

Section 7: 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 to the Club of the value of the Bond, as fixed in accordance with the 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.

Section 8: The Board of Directors shall, by rule, fix the terms and conditions upon which guests or Members may use the facilities of the Club.

Section 9: Each family unit of a Member shall be entitled to only one vote at the meetings of the Membership.

Section 10: A Member in good standing, having accumulated 20 years Membership in good standing, whether or not continuous, shall be eligible for a Tenured Membership at the beginning of the next season. A Tenured Membership will be issued in the name of both spouses but will not cover any other Members of their family unit. In those instances where a Tenured Member is not married, a standing guest pass will be provided for the single Tenured Member. Tenured Members are subject to all other rules of the Club, including those permitting guests. Tenured Membership is optional for those who are eligible. Tenured Members will pay 50% of the prevailing Annual Dues and 50% of any Capital Assessments subject to the same provisions which apply to Members as set forth in Article X. Tenured Members shall retain the Membership Bond and shall surrender the Bond when they cease to be a Member in accordance with Article X Section 5. Each Tenured Membership unit shall be entitled to only one vote at the meetings of the Membership.

## **ARTICLE XI - MEMBER'S EQUITY**

Section 1: This section is deleted in its entirety.

Section 2: This section is deleted in its entirety.

Section 3: The Member's Equity (applicable to Members of the Club as of the Annual meeting date of August 29, 2002) shall be fixed at \$700. Membership Bonds shall be reimbursed at the face value at the time withdrawing Members joined the Membership in the Club.

Section 4: This section is deleted in its entirety.

## **ARTICLE XII - PROPERTY AND FINANCE**

Section 1: Each applicant accepted into Membership, as a condition of Membership shall be required to pay a Membership Fee, established in accordance with Article XI, Sections 3 and 4, exclusive of any tax which may be applicable.

Section 2: The Board of Directors shall establish Membership dues for the ensuing year, in conjunction with the Annual Operating Budget. A copy of the Budget will be distributed to each Member with the annual dues statement, but not later than February 1st. The dues statement

shall also reflect, as a separate amount, any sum currently due in accordance with a capital assessment schedule previously authorized by the general Membership.

Section 3: Expenditures for fixed or depreciable assets or facilities shall be in accordance with a detailed budget pertaining to such expenditures developed by the Long Term Planning Committee in consultation with other Board Committees. The Board of Directors shall have the responsibility to review and approve each suggestion for improvement or addition to the facilities of the Club. Proposed expenditures which exceed the funds available for capital expenditures in any given year may be funded through a capital assessment of the Membership. Approval by the Membership of a capital assessment shall be in the manner as provided in Article IX, Section 6, pertaining to Special Meetings of the Club.

Section 3a: The Board of Directors of the Club may find it necessary to make assessments, in addition to dues. Any assessments to cover operating deficits will be prorated among Bond Holders of the Club based on the amount of dues charged each Member during the year in which the deficit occurs.

There will be no assessments for capital expenditures unless a majority of the votes entitled to be cast by Bond Holders vote in favor of the capital assessment, except assessments required to pay extraordinary unbudgeted repairs, maintenance or replacements that are necessary for the continued operation of any of the Club Facilities or any material part thereof, do not require Member approval. Upon approval of such proposed capital expenditures, a capital assessment may be made upon each Member in the amount equal to the total expenditure divided by the total number of Memberships.

Section 4: Payment of the annual operating dues shall be made prior to March 1st of each year. Payment of any capital assessment shall be made within ninety (90) days from date of statement. However, the Board of Directors, upon proper application by any Member, may in its discretion approve payments of operating dues in installments, provided that all payments for the current year must be made not later than June 1<sup>st</sup> of that year.

Section 5: Any Member failing to pay any indebtedness in accordance with a statement of indebtedness sent to them by the Treasurer, shall be assessed a late fee established by the Board of Directors, and shall be notified that is such indebtedness is not paid within fifteen (15) days thereof, they may be suspended by the Board of Directors. Any person so suspended, shall be immediately notified, in writing, by the Secretary, of their suspension; and if their indebtedness is not paid in full within fifteen (15) days after the sending of such notice, they shall cease to be a Member of the Club. The Board of Directors, in its discretion, may reinstate any Member upon their request and payment of the total indebtedness to the Club.

Section 6: A fund, known as the Cash Reserve Fund, shall be established and maintained at a minimum of 10% of the clubs 3 year average operating expenses; to be established at the beginning of each fiscal year. The purpose of the fund shall be to provide ready cash to repair or replace depreciable property of the Corporation or unexpected cash demands. If in accordance with the fund being charged to repair or replace depreciable property, the fund is reduced below the minimum amount stated above, a deposit of not less than 60% of the current and each future year's depreciation shall be made to the Cash Reserve Fund until it is reestablished to the minimum amount stated above. If the amount of the fund exceeds the minimum amount stated above, the amount in excess may be applied to expenditures for additional fixed or depreciable assets subject to the conditions of Article XII, Section 6.

Section 7: This section is deleted in its entirety.

Section 8: No assets of the Club shall be encumbered or further encumbered without advance notice to the Membership, and approval by the Membership, in the manner as provided in Article IX, Section 3, pertaining to Special Meetings of the Club. Such notice shall clearly

state the need for such action, and its effect on the current and future financial status of the Club.

Section 9: In the event of sale of club assets, all proceeds will be reinvested into the club at the discretion of the Board of Directors.

Section 10: In the event of dissolution of the Club, as a result of financial insolvency, and in no event other than this, upon the effective date of the dissolution of the Club and after the payment of all just debts, expenses of sale and other obligations, the Membership Bonds shall be a lien upon the remaining proceeds of sale of the property of the Club, to the extent of the value of the Bonds as fixed in accordance with the By-Laws, subject to a set-off of all debts, dues and obligations owed to the Club by the Member. After the payment of all Bonds outstanding, the remaining proceeds, if any, shall, by a previous vote of the Members at a duly called meeting, be distributed equally among to Bond Holding Members in good standing.

### **ARTICLE XIII - 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.

### **ARTICLE XIV - AMENDMENT**

Section 1: These By-Laws may be amended at any meeting of the Membership of the Club or by use of a distributed or electronic voting procedure provided that at least ten (10) days prior written notice of the proposed amendment(s) has been served on each Member. Proposed bylaws changes must be recommended by a two-thirds vote of quorum of the Board of Directors. A two-thirds majority vote of the active Members present at the meeting, combined with those represented by signed Proxy as per Article IX, Section 5 or voting via mail or email is required for approval.