

BYLAWS OF THE BANNOCKBURN SWIMMING CLUB, INC.  
Adopted February 1990, amended 1997, 1999, 2000, 2006 and 2009

ARTICLE I -- INTRODUCTION

A. The Bannockburn Swimming Club is a private, non-profit, family-oriented, neighborhood community club organized under the General Laws of the State of Maryland. Its purpose is to promote and encourage the recreation, health, and general well-being of its members by constructing, owning, and operating a swimming pool, together with such incidental objects as are appropriate, for the exclusive use of its members and their guests.

B. The community served shall basically be the original Bannockburn subdivision and immediately adjacent areas.

C. In these Bylaws, hereafter the term "the Club" shall refer to the Bannockburn Swimming Club, Inc. and the term "the Board" shall refer to the Board of Directors of the Bannockburn Swimming Club, Inc.

ARTICLE II -- MEMBERSHIP

A. The basic unit of membership shall be the household, consisting of all permanent residents at the household address. The Board shall resolve all questions regarding the membership.

B. There shall be three categories of membership: Active Permanent Memberships, Inactive Permanent Memberships, and Summer Memberships. The Board shall make reasonable efforts to ensure that the number of swimmers eligible to use the pool each season (that is, the sum of swimmers in families with active permanent memberships and summer memberships) does not exceed 1250.

1. Permanent Memberships

a) The number of active permanent memberships shall not exceed 340.

b) Provided that the limit on the total number of active permanent memberships has not been reached, the Board, upon receipt of the required membership fee:

1) shall accept for permanent membership any applicant

whose permanent residence is within the original Bannockburn subdivision;

2) shall accept for permanent membership any applicant whose permanent residence is within immediately adjacent areas;

3) shall accept for permanent membership any applicant living outside these areas who in the past was a part of the immediate family of a household that held a permanent membership while living in these areas; and

4) at its discretion and over time, may accept for permanent membership applicants who do not meet the above criteria, including but not limited to those who have been summer members in good standing for at least two pool seasons with priority given to applicants residing in the neighboring communities.

The Board shall resolve all questions regarding these criteria. Applicants for permanent membership will be accepted in the order of 1), 2), 3), and 4) above.

2. Inactive Permanent Memberships -- A permanent member who does not wish to have any household member use the pool for a full season may become an inactive permanent member for that year by notifying the Board of that choice by a date to be set by the Board each year. An inactive permanent member returning to active status shall pay, as a condition of returning to active status, the amount of any capital assessment imposed during the time he or she was an inactive member.

### 3. Summer Memberships

a) The term of a summer member shall coincide with the pool operating season, except as provided in Article II.B.3.d. A summer member must apply for summer membership each year. A summer membership is not transferable.

b) Each year the Board shall establish the maximum number of summer memberships consistent with earlier provisions of this Paragraph B.

c) Summer memberships shall be granted each year by the Board, within the limit established. To the extent practicable within the procedures established by the Board, preference in awarding summer memberships shall be given, first, to applicants for summer membership who meet any of the criteria set forth in

Article II.B.1.b (if possible, preference shall be given in the order that those criteria are set forth in that subparagraph) and, second, to other applicants who have been summer members in good standing in the past. The remaining summer memberships shall be awarded on a first-come-first-served basis.

d) At the discretion of the Board, a limited number of late summer memberships may be made available at an appropriate fee. These memberships shall begin on August 1 and shall continue to the end of the season. These late summer members shall not be counted in the eligible swimmer limit in Article II.B

### ARTICLE III -- MEMBERSHIP FEES, DUES, AND CAPITAL ASSESSMENTS

#### A. Fee for permanent membership

1. The one-time membership fee to be paid by permanent members upon election to membership in the Bannockburn Swimming Club shall be established each year by the Board. The fee shall be announced at the annual meeting or in a notice sent by mail to the membership as soon as possible after the annual meeting.

2. Summer members shall not be required to pay a permanent membership fee.

#### B. Dues

1. The annual dues for each category of membership shall be determined by the Board pursuant to the following subparagraphs and shall be announced no later than April 1 to the permanent members and to applicants for summer membership.

2. The annual dues for active permanent members shall vary with the number of people in the household that will be using any of the pool facilities during the season.

3. Annual dues shall not be required of inactive permanent members. However, the Board in its discretion may charge inactive members a reasonable administrative fee in lieu of dues.

4. The annual dues for summer members shall vary with the number of people in the household that will be using the pool facilities during the season. The dues rate for summer members shall be greater than that set for active permanent members with

the same number of pool users.

5. The Board may cover a deficit incurred in the previous season's operations by a special, temporary increase in annual dues. Such an increase shall be announced in the same manner and at the same time as the amount of regular dues for the current year, and it shall be separately identified in the announcement. The special, temporary increase shall apply proportionately across the entire dues structure.

C. Capital Assessments -- The Board may recommend an assessment for purposes other than to cover an operating deficit. Such a capital assessment shall be levied only on active permanent members and only under the following circumstances:

1. The Board has informed active permanent members in writing of the need and possible alternatives at least two weeks before the annual meeting at which the capital assessment is to be considered or before a special meeting called for this purpose.

2. The capital assessment has been approved by a two-thirds vote of the active permanent members voting on the assessment at the annual or special meeting.

D. Guest fees -- The Board shall determine and announce the schedule of guest fees each year and shall ensure that the operating rules governing the privilege of bringing guests to the pool are observed.

E. The fiscal year of the Club shall begin on the first day of January of each year.

#### ARTICLE IV -- SALE, CANCELLATION, AND TRANSFER OF PERMANENT MEMBERSHIPS

A. Except as provided in Paragraph B of this Article, all transfers of permanent memberships must be made to the Club. Permanent members may offer their memberships to the Club at any time. The Club shall redeem any such memberships by paying the member an amount equal to the membership fee at the time acquired by the member plus any capital assessments (less any delinquent charges owed the Club). If there is no eligible buyer and the Board determines that immediate payment for the returned membership would cause financial or operational difficulties for the Club, the Board may temporarily defer

payment until an eligible buyer is found.

B. Permanent members residing within an area bounded by River Road, Goldsboro Road, MacArthur Boulevard, the Cabin John Parkway, and Booze Creek, or within the Town of Glen Echo, may, when they sell their homes, transfer their memberships to the buyers of their homes. Such members must advise the Secretary of the Club of any transfer within 30 days of the transfer and the transfer shall be subject to any money owed the Club by the transferring member.

C. The Board, at its discretion, may permit any permanent member who temporarily leaves the Washington, D.C. metropolitan area to transfer membership, during the member's absence, to the people who will live in the member's home. In such a case, dues will be set in accordance with Paragraph B.2 of Article III.

D. A permanent member whose dues have not been paid, or who has failed to pay an assessment or an administrative fee, by the date set by the Board shall not be permitted to use the facilities of the Club until the arrearages are paid. If the delinquency persists for 90 days beyond the date set by the Board, the Board may cancel the membership, after notifying the member, and upon payment to the member of an amount equal to the membership fee at the time acquired plus any capital assessments (less any delinquent charges owed the Club).

E. In addition to paragraph D above, the Board may cancel any permanent membership or summer membership for cause. Cause for cancellation shall consist of repeated or flagrant violation of the rules of the Club. Before a membership may be canceled for cause, the member must be given 5 days written notice and an opportunity to make a presentation before the Board. It shall require a two-thirds vote of the entire Board to cancel a membership for cause. If a permanent membership is canceled by the Board, the member shall be paid an amount equal to the membership fee at the time acquired by the member plus any capital assessments (less any delinquent charges owed the Club). The Board may also return a pro rata share of the member's annual dues.

#### ARTICLE V -- MEMBERSHIP MEETINGS

A. Annual meetings.

1. The regular annual meeting of the permanent members of the

Club shall be held during the first quarter of the calendar year at a time and place designated by the Board. The annual meeting shall be a general meeting open for the transaction of any business within the competence of the Club, regardless of whether special notice of such business has been given before the annual meeting, except where such notice is required by statute, charter, or these bylaws.

2. The Board's notice announcing the annual meeting, as provided in Paragraph C of this Article, shall include items of business to be considered to the extent that the Board is aware of them when the notice is sent out. Members who wish to raise items of business at the annual meeting may so inform the Board in advance so that the Board's notice announcing the meeting may include such items. The failure of the Board to include any item in the notice, however, shall in no way prejudice any member's right to raise an item of business at the annual meeting, although proposed changes to the ByLaws may not be voted on at that meeting unless such proposed changes were included in the notice announcing the meeting.

B. Special meetings -- Special meetings of the members of the Club may be called at any time by a vote of a majority of the Board or by petition stating the purpose of such meeting signed by thirty active permanent members of the Club (one signature per membership) and delivered to the Secretary who shall mail out notice of the meeting within fifteen (15) days of receipt of the petition. The purpose or purposes for which the special meeting is called shall be stated in the notice, and no other business shall be dealt with at the special meeting.

C. Notice of meetings or of other Club business -- Written notice of each meeting shall be mailed or delivered to each active permanent member of the Club at least ten (10) days in advance of the meeting, and shall include information on designation of proxies for voting at such meeting. The notice shall be mailed to the address of each member as it appears on the books of the Club. It is the responsibility of members to keep the secretary informed of any change in their current mailing address.

D. Place of meetings -- All meetings of the Club shall be held in, or in the immediate vicinity of, the Bannockburn Cooperators' Subdivision, Bethesda, Maryland. The exact place shall be specified in the notice of the meeting.

E. Voting -- Only active permanent members shall have the right

to vote at any meeting of the Club, and each active permanent membership shall be entitled to one vote. While participation in person is preferred, if that is not possible, an active permanent member may designate another active permanent member as his or her proxy for the purposes of voting at a particular meeting and must provide written notice of such designation to the Secretary in advance of such meeting. A member may only serve as a proxy for one other member at a meeting. Information on designation of proxies shall be included in the notice of the meeting. Unless otherwise specified by these bylaws, the vote at a meeting on any motion, resolution, or question shall normally be by voice vote or by a show of hands of members present. If a majority of the members present requests that the voting be by ballot, either before the question is called or immediately after the result of a vote has been announced, a ballot shall be taken.

F. Quorum -- 10 percent of the active permanent members of the Club shall constitute a quorum at any meeting of the Club. In the absence of a quorum, the meeting must be rescheduled for a later date, and new meeting notices must be sent out.

G. Parliamentary rules -- All meetings of the Club shall be governed by the rules contained in the current edition of Robert's Rules of Order, except where it conflicts with statute, charter, or bylaws.

## ARTICLE VI -- BOARD OF DIRECTORS

### A. Powers of the Board.

1. The business of the Club shall be conducted and its property managed by the Board of Directors. The Board may exercise all the powers of the Club except such as are by statute, charter, or these bylaws expressly conferred upon or reserved to the members.

2. The Board shall exercise its powers within the following limitations and constraints:

a) The Board shall not take any actions that are inconsistent with the family and neighborhood community orientation and purposes of the Club, as set forth in Article I, nor shall it take any actions that are otherwise inconsistent with these bylaws.

b) Whenever the Board proposes to take any action that could substantially alter the character of the pool, its membership, or its environs, it must seek the approval of a majority of those active permanent members voting at an annual meeting or at a special meeting held for that purpose.

c) Decisions taken by the members at annual or special meetings under procedures provided by these bylaws that are in the form of binding motions or resolutions shall be binding on the Board.

3. The Board may appoint such employees, committees, and agents as it may deem necessary. Those appointed shall hold their positions for such terms and shall exercise such powers and perform such duties as shall be determined by the Board from time to time. The salaries of all employees and agents of the Club shall be fixed by the Board.

4. Each year the Board shall issue a set of operating rules governing use of the pool facilities by members and their guests. The rules shall be valid for the current season. The rules shall be included in the mailing package sent to active permanent members and potential summer members no later than April 1 each year. The Board shall also post the operating rules in a prominent place at the pool. It is the responsibility of the Board to assure that the operating rules are observed by members and guests and enforced by the staff.

5. The Board shall keep a full and fair account of its transactions, which shall be available to the members for inspection on request. The Board shall also submit an annual report of its actions to members at the regular annual meeting of the Club.

#### B. Composition, nomination, and election of the Board.

1. The Board of Directors shall consist of 11 active permanent members of the Club elected by the membership.

2. The active permanent members of the Club shall elect 11 directors after the first annual meeting. By a drawing of lots at the first meeting of directors, six shall be chosen to serve a one-year term, and the remaining five shall serve a two-year term. Thereafter, the members of the Club shall annually elect:

a) to two-year terms such directors to succeed those

directors whose terms expire; and

b) directors to complete the unexpired portions of vacated positions on the Board.

3. Any member of the Board may be removed by a vote of 2/3 of the active permanent members voting at either an annual meeting or a special meeting called in accordance with these Bylaws.

4. The Nominating Committee shall consist of three active permanent members two of whom are not members of the Board. The Committee members shall be appointed by the President or a Co-President at a reasonable time before the annual meeting. The Nominating Committee shall nominate one or more candidates for each position or vacancy to be filled and shall certify that those nominated, if elected, will fulfill their responsibilities as Board members. The Nominating Committee shall report its nominations to the Board in time for inclusion in the notice of the annual meeting. The notice shall also contain the names of retiring members of the Board and carry-over Board members.

5. Additional nominations may be made from the floor by any active permanent member present at a meeting at which elections are held, or by a petition signed by three active permanent members of the Club. Such a petition must be delivered to the Secretary before the meeting begins. In each case, the nominator, or the nominee, if present, shall certify that the nominee intends to remain in active status if elected, and will fulfill the responsibilities of a Board member. Nominations by petition that are received by the Secretary before the mailing of the meeting notice shall be included in such notice.

6. If the number of nominees is equal to the number of positions open on the Board, the nominees shall be considered elected upon a majority vote of active permanent members voting at the annual meeting at which the election occurs.

7. If there are more nominees than positions on the Board, Board members shall be elected by a ballot mailed or delivered to each active member within seven days after the meeting at which the nominations were made. An Inspector of Elections, who shall not be a member of the Board or a candidate for election to the Board, shall be appointed by the President of the Board. The Board and the Inspector of Elections shall establish procedures that ensure that the ballot remains secret. The ballots, duly marked, shall be returned to the Inspector of Elections for tallying within ten days after they are mailed or

delivered.

8. Ballots that list votes for more people than there are positions to be filled shall be invalid.

9. The open positions shall be filled by the candidates with the highest number of votes. In the event of a tie for the last position(s), a runoff election between the candidates tied for the remaining position(s) shall be held.

10. The existing Board members shall continue to serve until the final results are certified to the Board by the Inspector of Elections.

11. All vacancies occurring on the Board of Directors between regular elections may be filled by a majority vote of the remaining directors. Any director so chosen shall serve until the next regular election, at which time a successor shall be elected by the members to serve for the remainder, if any, of the term.

12. No member of the Board of Directors shall serve more than three consecutive two-year terms.

#### C. Board meetings

1. Regular meetings of the Board shall be held at such times and places as the Board may decide. At least seven days' notice of such meetings shall be given to the directors.

2. Special meetings of the Board may be called at any time by the President or, in his absence, the Vice-President, or by any two directors.

3. A quorum at all meetings of the Board shall consist of 6 directors.

4. If possible, notice of the time and place of regular and special meetings of the Board shall be published in the Bannockburn Newsletter or posted in a prominent place at the pool. The Secretary shall also provide such notice to members on request.

5. Meetings of the Board shall be open to the membership. In certain circumstances, where the open discussion of an item is likely to be prejudicial to the interests of other parties, the Board may declare a closed session for that item by a 2/3 vote

of Board members present.

D. Compensation -- No member of the Board shall be compensated for discharge of duties as a member of the Board.

#### ARTICLE VII -- OFFICERS

A. The officers of the Club shall be a President or Co-Presidents, Vice-Presidents, a Secretary, and a Treasurer. The officers shall be elected by the Board from among its members at the Board's first meeting. The officers elected shall serve for one year or until their successors are chosen.

B. The President or a Co-President shall preside at all meetings of the Board, shall have general charge and supervision of the business of the Club, and may sign and execute, in the name of the Club, all contracts or instruments (except as otherwise provided by statute, charter, bylaws, or by resolution of the Board). No member of the Board may serve more than 3 consecutive annual terms as President or Co-President.

C. Another officer designated by the President or Co-Presidents shall have the powers and perform the duties of the President or Co-President in the President's or Co-President's absence.

D. The Secretary shall be responsible for the custody of the records of the Club and the keeping of the minutes of the meetings of the Club and of the Board of Directors, the preparation and mailing of notices to members (except where these fall within the purview of the Treasurer). The Secretary shall have custody of the Seal of the Club and be responsible for affixing it to all documents as required. The Secretary shall perform all duties incident to the office of the Secretary of an organization and such other duties as may from time to time be assigned.

E. The Treasurer shall have charge and be responsible for all funds, receipts, and disbursements of the Club. The Treasurer shall supervise the collection of such dues, fees and assessments as may from time to time be in force and be responsible for a list of delinquent members. The Treasurer shall cause to be deposited in the name of the Club all moneys or other valuables in such banks as shall be selected by the Board of Directors. The Treasurer shall oversee the keeping of clear and adequate records of the financial transactions of the Club and shall furnish to the President of the Board each year a

financial report to be presented at the regular annual meeting of the Club. The Treasurer shall perform all other duties incident to the office of the Treasurer of an organization.

F. The Board may appoint a Financial Secretary who shall be under the direction and supervision of the Treasurer and who shall be compensated for duties performed. The Financial Secretary shall have the power to disburse funds and collect such dues, fees, and assessments as may from time to time be in force, and to keep clear records.

G. Disbursements from the bank account in excess to \$5,000 must be signed by two of the four officers named in Paragraph A of this Article. No officer may sign a check on which that officer is the payee

H. In the case of absence or inability to act of any officer, the Board may delegate the officer's powers and duties to any other member of the Board.

I. The officers of the Club shall hold office until their successors are chosen, except that any officer elected by the Board may be removed by the Board from office by the affirmative vote of a majority of the whole Board.

#### ARTICLE VIII -- AMENDING THE BYLAWS

A. Amendments to these bylaws may be proposed at the regular annual meeting or at special meetings called for the purpose and if approved by a majority of the active permanent members voting at such a meeting shall become effective immediately.

B. The Board shall make available a copy of the latest amended bylaws to any permanent member who so requests. During the pool season, a copy of the latest amended version of the bylaws shall be available at the pool.