

**BYLAWS OF
SEVEN LOCKS POOL, INC.**
Amended as of February 3, 2020

ARTICLE I – Name and Purpose

Section 1. The name of this corporation, incorporated under the laws of the State of Maryland, shall be Seven Locks Pool, Inc. (the "**Corporation**").

Section 2. The purpose of this Corporation shall be to acquire, own, construct, develop, operate, maintain and manage suitable facilities for the safe and healthful recreation of the Corporation's members, said facilities to include a swimming pool, tennis facilities and other appurtenances as the Corporation shall deem desirable and economically feasible. The Corporation shall only operate in furtherance of the general welfare and recreational goals of its members, and shall not operate for the purpose of financial profit or gain.

ARTICLE II -- Definitions

Section 1. For purposes of these Bylaws, the following terms have the meanings specified in this Section 1:

"Annual Dues" means the non-refundable amount to be paid annually to the Corporation by each active Membership Unit.

"Bonded Member" means a Membership Unit that joined prior to April 1, 2010 and had paid in full the then-applicable initiation fee.

"Family Unit(s)" means the proportional fair rate allocation assigned to each Membership Unit category as set forth under Article III, Section 3. The maximum sum of all Family Unit(s) shall not exceed 350 at any given time, unless otherwise modified/approved by the Montgomery County Board of Appeals.

"Inactive Membership Fee" means the non-refundable amount to be paid annually to the Corporation by each inactive Membership Unit.

"Inactive Membership Unit(s)" means a Membership Unit that has fully paid the total amount due of its Membership Initiation Fee that requests to be placed on the inactive membership list, and thereby not required to pay Annual Dues

for the upcoming season/year as provided by Article III, Section 6. The Inactive Membership Unit is, however, still required to pay an Inactive Membership Fee.

"Membership Application Fee" means the amount to be paid by an applicant seeking membership in the Corporation, which shall be non-refundable except as provided in Article III, Section 2.

"Membership Initiation Fee" means the amount to be paid by a new Membership Unit as a prerequisite to admission to the Corporation, which shall be non-refundable. For the avoidance of doubt, any initiation fee paid by a member in good standing of the Corporation prior to April 1, 2010, shall be deemed to be such member's Membership Initiation Fee.

"Membership Unit(s)" means categories of membership in the Corporation as set forth in Article III, Section 3.

"Non-Voting Membership Unit(s)" means a Membership Unit that has not yet fully paid the total amount due of its Membership Initiation Fee or that is not current in its Annual Dues.

"Pool Member" means each individual within a Membership Unit.

"Qualifying Membership Unit" means a Membership Unit that has paid their Membership Initiation Fee in full and are current in their Annual Dues.

"Unit Representative" means the one designated adult Pool Member from each Qualifying Membership Unit entitled to cast a vote pursuant to Article VII, Section 3.

ARTICLE III – Membership

Section 1. Membership in the Corporation shall be granted to any qualified applicant by an affirmative vote of a majority of the Board of Directors present at the meeting at which the applicant's application is voted upon, or when accepted by the director ("Designee") who has been given this authority by said Board of Directors. No person shall be excluded from membership on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status.

Section 2. Application for membership shall be accepted only by the Board of Directors or their Designee. Each application for membership must be made in writing or electronically on a Membership Application Form approved by the Board of Directors or their Designee, and must be accompanied by the Membership Application Fee, which shall be considered part of the required fees and dues for membership. Such fee will be refunded only if the applicant has not been admitted as a member for a period of at least 24 months and requests such refund in writing to the Board of Directors. When membership rolls are full, applicants for membership to the Corporation shall be considered in chronological order by submission date.

Section 3. Membership Unit Categories. Membership in the Corporation shall be available to the three (3) categories of membership units set forth below and any other category of membership unit as may be established pursuant to Section 4 below (each, a "**Membership Unit**," and collectively, the "**Membership Units**"). Each Membership Unit shall be assigned a proportional fair rate allocation or Family Unit based on the number of persons within said Membership Unit as defined in the table below. The maximum sum of all Family Unit(s) shall not exceed 350 at any given time.

DESCRIPTION	FAMILY UNIT
Membership Unit consisting of three or more people	1
Membership Unit consisting of two people	0.5
Membership Unit consisting of one person	0.25

A Membership Unit may consist of the head of a household and, if applicable, any persons permanently residing in the household. Each individual within a Membership Unit is hereinafter referred to in these Bylaws as a "**Pool Member**."

Section 4. The Corporation may establish other categories of Membership Units in addition to those set forth in Section 3 above at any annual meeting of the Corporation, as set forth in Article VII, by an affirmative vote of two-thirds (2/3) of the Unit Representatives present in person or voting by proxy at such meeting. Any category of Membership Unit established pursuant to this Section 4 may also be eliminated or modified at any annual meeting of the

Corporation, as set forth in Article VII, by an affirmative vote of two-thirds (2/3) of the Unit Representatives present in person or voting by proxy at such meeting.

Section 5. Qualifying Membership Unit vs. Non-Voting Membership Unit. The Corporation's Secretary will record each Membership Unit in the Corporation's rolls. A Membership Unit may be recorded in either one name or in two names as joint tenants, but only one vote may be allotted to a Membership Unit that has both paid its Membership Initiation Fee in full and is current in its Annual Dues, hereinafter referred to in these Bylaws as a "**Qualifying Membership Unit.**" A Membership Unit that has not yet fully paid the total amount due of its Membership Initiation Fee or that is not current in its Annual Dues, hereinafter referred to in these Bylaws as a "**Non-Voting Membership Unit,**" shall not be entitled to cast a vote pursuant to Article VII, Section 3. Notwithstanding the foregoing, any Membership Unit admitted to the Corporation before January 1, 2020 that has paid at least part of its Membership Initiation Fee, is current in Annual Dues and otherwise in good standing, shall be a Qualifying Membership Unit.

Qualifying Membership Units participate in the ownership of the Corporation and will have such voting rights and rights of representation as set forth in these Bylaws. Each Qualifying Membership Unit may designate only one adult Pool Member from its Unit to act as "**Unit Representative**" entitled to cast a vote pursuant to Article VII, Section 3.

Effective April 1, 2010, all new Qualifying Membership Units shall pay a one-time non-refundable Membership Initiation Fee established by the Board of Directors. Except as otherwise provided by these Bylaws, Qualifying Membership Units do not have any right to withdrawal of capital from the Corporation at any time prior to dissolution of the Corporation. "Bonded Members" who joined prior to April 1, 2010, are current in their Annual Dues and have paid in full the then-applicable initiation fee, are considered to be Qualifying Membership Units.

Non-Voting Membership Units do not participate in the capital of the Corporation and have no voting rights or rights of representation. Use of the Corporation's facilities by Non-Voting Membership Units is limited to a maximum of three (3) regular summer seasons (Memorial Day through Labor Day) or portions of such seasons as determined by the Board of Directors in offering such memberships if any. After three

(3) seasons, Non-Voting Membership Units must convert to Qualifying Membership Units, by paying in full the Membership Initiation Fee in effect at the time, in order to continue membership in the Corporation.

Section 6. Bonded Members – Membership Re-Purchase. Upon withdrawal from membership in the Corporation, a Bonded Member shall have the right to offer to sell such Bonded Member's membership back to the Corporation in the amount of the original initiation fee, less unpaid dues and/or other sums owing to the Corporation, inclusive of the Bonded Member's pro-rata share of any capital improvements made subsequent to his/her becoming a member if any. An offer for re-purchase made by a Bonded Member may be accepted at the discretion of the Board of Directors based upon the availability of an applicant for membership that will serve as a new Qualifying Membership Unit to replace the Bonded Member and the financial condition of the Corporation at the time of the offer.

Section 7. Inactive Membership Unit(s). An ***Inactive Membership Unit*** is a Membership Unit that has fully paid the total amount due of its Membership Initiation Fee that requests to be placed on the inactive membership list, and thereby not required to pay Annual Dues for the upcoming season/year. The Inactive Membership Unit is, however, still required to pay an Inactive Membership Fee. At its discretion, the Board may waive an Inactive Membership Unit's Inactive Membership Fee. Inactive members will not have use of the Corporation facilities or rights to any membership privileges for the period of inactivity. No limit is placed on the number of Inactive Membership Unit(s). Any request to be placed on the inactive membership list must be approved by the Board of Directors or its Designee by no later than March 15 of any year to be applicable for the next season.

Section 8. The Board of Directors may issue proof of membership, in a form to be determined by the Board of Directors.

Section 9. Membership Units cannot be transferred, sold or refunded.

Section 10. The Board of Directors may, from time to time, allocate specified Membership Units for rotating use by individuals enrolled in approved programs operated at the Corporation's facilities by the Corporation and/or its contractors. Such Membership Units may be assigned to program

participants on a daily, weekly, monthly, or seasonal basis under procedures, terms and conditions established by the Board so long as the maximum sum of resulting Family Units as calculated under Article III, Section 3, does not exceed 350 at any given time.

ARTICLE IV – Membership Privileges

Section 1. Qualifying Membership Units of the Corporation shall be entitled to use of the Corporation pool and other facilities without payment of special fees, subject to such rules as the Board of Directors may from time to time adopt. Inactive Membership Units shall not be entitled to use of the Corporation pool and other facilities except as may otherwise be determined by the Board of Directors in its sole discretion.

Section 2. The use of the pool and other Corporation facilities by a nonmember shall be permitted provided that (a) he/she is a guest of an active Membership Unit, (b) accompanied by a Pool Member and (c) subject to a fee determined by the Board of Directors. Guests temporarily living in the household of an active Membership Unit may use the pool and facilities after payment of a fee, if any, determined by the Board of Directors.

ARTICLE V – Fees, Annual Dues, Assessments and Annual Operating Budget

Section 1. The Board of Directors shall set Annual Dues and Membership Initiation Fees for all Membership Unit levels as necessary for the expenses of the Corporation and proper maintenance and improvement of its property. The Board may distinguish dues among different categories of Membership Units, including family membership, individual membership, membership for seniors, veterans, Summer, August or any other distinction or structure the Board may deem reasonable at its discretion so long as the maximum sum of resulting Family Units as calculated under Article III, Section 3, does not exceed 350 at any given time. The Board shall set any other operational fees to be charged. The Board may recommend special assessments which, however, shall take effect only if approved by the members pursuant to Article XIII, Section 2 herein.

Section 2. An annual operating budget, prepared by the Board of Directors, shall be approved by a majority of the Qualifying Membership Units present at a meeting called for this purpose before the end of March of each year.

Section 3. All dues shall be payable on or before the 1st day of April each year, unless otherwise determined by the Board. The Board may determine late charges due in the event any member of any level or category fail to pay their dues by the due date or any period thereafter. No dues shall be refunded in the event that operations of the Corporation's facilities are suspended for any period, unless otherwise provided by the Board.

Section 4. Any Qualifying or Non-Voting Membership Unit delinquent in the payment of dues or other charges for thirty (30) days following receipt of a statement from the Treasurer or his/her designee as to such indebtedness may be suspended by the Board and refused all rights and privileges of the Corporation. Any member who is thus suspended shall immediately be notified in writing by the Secretary of his or her suspension and if his or her indebtedness shall not be paid with fifteen (15) days after receipt of such notice, the membership of such delinquent member may be revoked by the majority vote of the Board. The Board may convert any membership not paid by April 1st of any year, to inactive status as provided in Article III, Section 6.

Section 5. Any Qualifying Membership Unit of the Corporation may withdraw by written notice to the Board of Directors at any time subject to the provisions of Article VII, Section 5, and there shall be no refund of the current year's dues except as may be provided otherwise by the Board.

ARTICLE VI – Principal Office and Resident Agent

Section 1. The principal office of the Corporation shall be located at the site of the Corporation's swimming pool.

Section 2. The resident agent of the Corporation shall be a resident of the State of Maryland or a qualified entity designated by the Board of Directors for that purpose.

**ARTICLE VII – Meetings of Voting Members
a.k.a. Qualifying Membership Units**

Section 1. Annual Meetings. The annual meeting of the members of the Corporation shall be held each year on a date no less than two (2) months prior to the official opening day of the pool at a time and place designated by the Board of Directors. Members shall be required to provide an e-mail address to the Corporation for receiving notices under these Bylaws and to notify the Corporation of any changes to said e-mail addresses. Members shall receive e-mail notification of the annual meeting not less than seven days prior thereto. At such meetings the members shall elect directors to the Board of Directors and transact any other business as may properly come before it.

Section 2. Special Meetings. A special meeting of the members shall be called by the President under the following circumstances:

- (a) At his or her discretion;
- (b) Upon the request of a majority of the Board of Directors; or
- (c) Upon the request in writing of more than 20% of the Membership Units of the Corporation.

Section 3. Voting. At meetings of the members of the Corporation, only one adult Pool Member from each Qualifying Membership Unit who (a) has fully paid their Membership Initiation Fee, (b) is current in their Annual Dues, and (c) has been duly recorded as the "**Unit Representative**" in the Corporation's rolls at least fifteen (15) days prior to any such meeting, shall be entitled to vote.

Each Unit Representative shall be entitled to cast one vote on any matter, and may vote in person or by proxy. If voting by proxy, such proxy must be on a form provided by the Corporation, and given to another Unit Representative who may vote such proxy if present at the meeting for which the proxy was provided. It shall be the duty of the Secretary to prepare and make, at least five (5) days before any annual or special meeting of the members of the Corporation, a complete list of Membership Units of the Corporation entitled to vote and such lists shall be open for inspection by any member and shall be produced at the time and place of such meeting and kept there until the meeting is concluded. An absentee ballot or vote shall be permitted only by postal mail or electronic mail in the specific instances where prior official notification of

the specific issue to be voted on has been given at least one (1) week before the annual or special meeting. When a quorum is present at any meeting of the members of the Corporation (as set forth in Section 4 below), all business shall be conducted by majority vote, unless otherwise specified in these Bylaws or by applicable law.

Section 4. Quorum. Unit Representatives and/or proxy votes present shall constitute a quorum at all meetings of the Corporation for the transaction of business except as otherwise provided by statute.

Section 5. Notice. Written notice required by this Article shall be effective when sent either by regular postal mail or by electronic mail, to the postal mailing address or electronic mail address of each Unit Representative as contained in the records of the Corporation. Notice shall be effective as of the date sent.

ARTICLE VIII – Board of Directors

Section 1. The Corporation shall have a Board of Directors consisting of at least nine (9) directors. Directors shall be elected by vote of Unit Representatives at the annual meeting of the Corporation. Three (3) Directors shall be elected for a term of three (3) years at each annual meeting. Each director shall hold office until the election of his or her successor. Each director shall be an adult Pool Member of a Qualifying Membership Unit. Two (2) additional ex-officio members, whose terms shall be one year, shall represent the Swim and Dive Teams respectively at Board meetings.

Section 2. In case of any vacancy in the Board of Directors which would cause the number of Directors to be less than nine (9), the remaining Directors shall elect by plurality vote a successor to hold office only until a successor is elected at the next annual or special meeting of the Qualifying Membership Units, to complete the unexpired term.

Section 3. The Board of Directors shall have the general direction and control of the affairs of the Corporation. In addition to the duties customarily performed by Boards of Directors, the Board shall:

- (a) Elect officers as provided in Article XI herein.

- (b) Transact all business necessary and proper for the efficient management of the Corporation including the appointment and removal of such agents or employees as it may deem necessary, including the fixing of their duties and compensation.
- (c) Act upon applications for membership.
- (d) Fill vacancies in the Board of Directors.
- (e) Constitute and appoint all committees necessary for the functioning of the Corporation.
- (f) Fix the terms and conditions by which guests of Qualifying and Non-Voting Membership Units may use the facilities of the Corporation.
- (g) Prescribe the rules and regulations for the safe and convenient operation of the swimming pool and other recreational facilities.
- (h) Designate the depository and conditions of deposit for the funds of the Corporation.
- (i) Call annual and special meetings of the members of the Corporation, as herein provided, and establish the time and place of such meetings.
- (j) Cause the books of the Corporation to be audited or reviewed annually by Certified Public Accountant(s) selected by the Board, such audits or reviews to be performed by persons who shall neither be Directors nor Officers of the Corporation.
- (k) Be responsible for causing a written report of the aforementioned audit or review to be made available to any Membership Unit upon request.

Section 4. In addition to the powers provided herein, the Board of Directors shall have such other powers, not inconsistent with these Bylaws or existing statutes, as are necessary for the efficient operation and management of the Corporation.

Section 5. The Board of Directors shall meet at least once during each month of March through October and at other times from October to March as necessary, at such place as shall be determined by the Board.

Section 6. The President on two days' notice to each director may call special meetings of the Board either personally or by electronic mail.

Section 7. At all meetings of the Board a majority of the directors shall constitute a quorum for the transaction of any business, provided, however, that the President or Vice-President must be present to constitute a quorum. Directors may participate in meetings by means of a conference telephone or any other device that allows them to hear each other and such participation in a meeting shall be deemed presence in person at such meeting. All business shall be conducted by majority vote of those present, unless otherwise specified in these Bylaws. Any action to be taken at a meeting may be taken without a meeting if all of the Directors indicate in writing or by electronic transmission that they unanimously agree.

Section 8. Compensation of Directors. The Directors shall receive no remuneration for their services as directors and shall not otherwise be gainfully employed by the Corporation except that the Board may award discounted membership to one or more Directors.

Section 9. Removal of Directors. Directors may be removed from office by a majority vote of the members present in person or represented by proxy, at either the annual meeting of the Corporation or a special meeting called in accordance with the Bylaws.

ARTICLE IX – Notices to Directors

Section 1. Unless otherwise provided by these Bylaws or required by applicable law, notices to directors shall be by email to their email addresses appearing on the books of the Corporation. Notice by email shall be deemed to be given at the time when the same shall be emailed.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE X – Nominations

Section 1.

(a) There shall be a nominating committee to be composed of five (5) adult Pool Members from active Qualifying Membership Units of the Corporation. Three members shall be

elected at the annual meeting of the Corporation; two shall be elected by the Board of Directors, from among the directors whose terms of office shall not expire at the ensuing annual meeting of the Corporation. Vacancies occurring among the three members chosen by the Corporation shall be filled by the remaining members of the nominating committee. A vacancy occurring among the two members chosen by the directors shall be filled by the directors.

(b) No later than August 15 of each year the Board shall e-mail all Qualifying Membership Units a notice of the three 3-year term Board positions that will be subject to election at the next annual meeting. That notice also will identify any known positions for which partial terms are to be voted upon, and it will identify the persons who comprise the nominating committee.

Section 2. No later than October 15, the nominating committee shall nominate from among the active Qualifying Membership Units one candidate for each of the positions on the Board for which an election is to be held that year. Any person who volunteers for a position on the Board, but who is not nominated by the committee, shall be advised of that fact by October 15.

Section 3. Additional nominations for any one of the positions on the Board for which an election is to be held that year may be made by an e-mail bearing the name of five (5) adult Pool Members from Qualifying Membership Units and delivered to the Secretary no later than November 1. Any such nomination shall specify the position for which the person is nominated.

Section 4. All nominations under Sections 2 and 3 of this Article shall be included in the notice of the annual meeting sent to all Qualifying Membership Units.

Section 5. Consent of all nominees to accept office shall be obtained in advance of their nomination.

Section 6. At the annual meeting the open positions on the Board of Directors shall be voted upon by position, not collectively. However, this provision shall not affect the Board's authority under Article XI, Section 3, to adjust the positions of Board members as it sees fit in order to carry out the business and functions of the Corporation.

ARTICLE XI – Officers

Section 1. The officers of the Corporation shall be chosen by the Board of Directors and shall be President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may choose additional Vice-Presidents and other officers. Two or more offices may not be held by the same person.

Section 2. The Board of Directors at its first meeting after each annual meeting of members shall choose from among the directors a President, one or more Vice-Presidents, a Secretary and a Treasurer, all of whom shall serve for one year.

Section 3. The Board of Directors may appoint such other officers, functional chair persons, and agents as it shall deem necessary to exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. The officers of the Corporation shall hold office for one year or until their successors are chosen. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

President

Section 5. The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the members and of the Board of Directors, shall be ex-officio a member of all standing committees, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 6. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Vice-Presidents

Section 7. The Vice-Presidents in the order of their seniority, unless otherwise determined by the Board of Directors, shall in absence or disability of the President, perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Secretary

Section 8. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Corporation and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees where required. The Secretary shall give, or cause to be given, notice of all meetings of the Voting Members and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, shall affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature or by the signature of the Treasurer.

Treasurer

Section 9. The Treasurer shall have the custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

Section 10. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an accounting of all his or her transactions as Treasurer and of the financial condition of the Corporation. All checks for disbursements shall be signed by either the President, Vice-President or Treasurer. The Board of Directors may determine threshold amounts above which payments require the approval

or signature of at least two of the aforementioned officers and may identify certain disbursements that require the advance approval of the Board of Directors, and shall publish such requirements as an annex to these Bylaws.

Section 11. The Treasurer shall give the Corporation bonds in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for restoration to the Corporation, in case of death, resignation, retirement and removal from the office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under control belonging to the Corporation. The bond premiums shall be paid by the Corporation.

ARTICLE XII – Suspension and Revocation of Membership

Section 1. Any member may, for cause and after having been given reasonable notice in writing and the opportunity for a hearing, be suspended and excluded from Corporation property for a period not exceeding four weeks by a majority vote of the members of the Board of Directors present at any meeting thereof, or he or she may be expelled from the membership by a vote of two-thirds of the members of the Board present at any meeting thereof. Cause for suspension or expulsion shall, in general, consist of willful violation of these By-laws, the rules of the Corporation, unbecoming conduct, and/or violation of county health regulations. Suspension and expulsion may be applied to a family unit or to any member thereof. No dues shall be refunded. The party expelled may appeal a decision of the Board at a meeting of the Voting Members.

Section 2. The Board of Directors may delegate to an administrative committee, or to a responsible employee or other agent of the Corporation ("Designee"), the power to suspend membership privileges of and exclude from Corporation property, for a period of not more than forty-eight (48) hours, any individual or member of a family unit who violates applicable rules and regulations. A report of such suspension, containing reasons therefore, shall be submitted to the President or other officer of the Corporation within forty-eight (48) hours. If in the judgment of the President and at least two other board members, the violation is serious and merits a greater penalty, the President and the concurring board members may order continued suspension and exclusion of

the person until the procedures set forth in Article XII, Section 1 can reasonably be completed.

ARTICLE XIII – General Provisions

Section 1.

(a) All members of the Corporation shall be accorded the facilities of the Corporation subject to the rules and regulations which shall be adopted by the Board of Directors and posted at all times at the Corporation's bath house and/or on the Corporation's website.

(b) Except as otherwise provided in these Bylaws, the Board of Directors at its discretion may extend privileges of the Corporation to non-members.

(c) The Board of Directors and its designated Directors, agents, and employees shall have the full power to deny the use of the Corporation's facilities to any non-member.

(d) Any property of the Corporation broken or damaged by a member or his or her guest shall promptly be paid for by such member, unless otherwise provided by the Board.

(e) The Corporation assumes no responsibility, and members or their guests can have no claim against the Corporation, for the property of member or any guests, which may be brought into or left in the buildings or on the grounds.

(f) No intoxicating beverage or substance shall be brought into the Corporation grounds except in compliance with policies established by the Board of Directors.

Section 2. No special assessments shall be levied without majority vote of the Unit Representatives present at an annual meeting or a special meeting called for this purpose.

ARTICLE XIV – Miscellaneous

Section 1. Execution of Corporate Papers. All written obligations of the Corporation shall be executed by the President or the Vice President and Treasurer or Secretary and shall be solemnized by affixing the Corporation seal.

Section 2. Authority to Execute Papers. No obligation on the part of the Corporation shall be entered into without the approval of the Board of Directors except as to matters involving less than One Thousand Dollars (\$1,000).

Section 3. Corporate Books and Records. Corporate books and records shall be open to inspection by active members at such times as may be reasonably fixed by the President and such inspection shall take place at the customary place where such books and records are maintained.

Section 4. Corporate Seal. The Corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words, "Corporate Seal" and "Maryland". The seal may be used by causing it or a facsimile thereof or affixed or reproduced or otherwise to be impressed. The Corporate Seal shall be kept by the Secretary.

Section 5. Annual Report. At its discretion, the Board of Directors shall cause to be prepared and made available to each active Membership Unit of the Corporation, at least ten (10) days in advance of the annual meeting of the Corporation, a statement of financial condition of the Corporation covering the previous fiscal year, and a consolidated balance sheet showing the assets and liabilities of the Corporation.

Section 6. Dividends and Refunds. There shall be no dividends to members of the Corporation. There shall be no refunds to members except as may specifically be provided in these Bylaws.

Section 7. Indemnification.

(a) Each person who acts as a director or officer of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred by such person in connection with the defense of any action, suite or proceeding in which the director or officer is made a party by reason of such person's being or having been a director or officer of the Corporation, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to have acted outside the scope of his or her authority or be liable for gross negligence or willful misconduct, and except any sum paid for the Corporation in settlement of such action, suit or proceeding based on actions outside the scope of his or her authority or gross negligence or willful misconduct in the performance of his or her duties

(b) The right of indemnification provided herein shall inure to each director and officer referred to in (a) whether or not the person is such director or officer 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 representatives.

Section 8. Any question as to the meaning or proper interpretation of any provision of these Bylaws shall be determined by a majority vote of the Board of Directors.

Section 9. Upon a finding by the Board of Directors that a person has performed and/or agreed to perform services for the Corporation which would have cost, if acquired on a fee-for-service basis, substantially more than the membership dues and assessment, the Board of Directors may waive all or a portion of the Annual Dues for that person's Membership Unit; provided, however, the Board of Directors may not so waive the dues and assessment for more than four (4) Membership Units under this Section in any one fiscal year.

Section 10. Parliamentary rule for the business transacted at all meetings of the Corporation and the Board of Directors shall be pursuant to the Rules of Order set forth in Roberts' Rules of Order.

ARTICLE XV – Amendment of Bylaws

Section 1. At the annual meeting of the Corporation or a special meeting called for the purpose of amending these Bylaws, these Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Unit Representatives present or voting by proxy at such meeting. Notice of any amendment to any Bylaw shall be included in the notice of the regular meeting or special meeting at which it will be considered. At the discretion of the Board of Directors, a vote to amend these Bylaws may be solicited by postal and/or electronic mail ballot. When a mail ballot is used, an affirmative vote by two-thirds (2/3) of the Qualifying Membership Units responding shall constitute acceptance of the proposed amendment(s).

[Revised 4/29/64, 11/24/64, 11/30/65, 11/30/66, 11/13/73, 11/20/75, 11/28/79, 11/19/81, 11/24/86, 5/26/96, 03/09/2010, 02/19/2014, 11/11/2015, 02/05/2018, 02/04/2020]