

POINTER RIDGE SWIM AND RACQUET CLUB, INC.
(A Maryland Corporation)

BY-LAWS

ARTICLE I NAME

The name of the corporation shall be POINTER RIDGE SWIM AND RACQUET CLUB, INC.

ARTICLE II PURPOSE

The purpose for which the corporation exists and the business and objects to be carried on and promoted by it are as follows:

- A. To construct, organize, equip, promote, maintain and operate a club for the primary purpose of providing swimming and tennis facilities for its members, together with such related objectives as are appropriate to achieve these ends in Bowie, Prince George's County, Maryland.
- B. To make and perform any contracts and to do as any acts and things and exercise such power as are suitable, convenient, proper or incidental for accomplishment of any objectives enumerated herein.

The corporation shall be authorized to exercise all of the powers, rights, and privileges granted to non-stock corporations by the laws of the State of Maryland now or hereafter in force.

ARTICLE III BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of up to a maximum of eleven (11) elected members of the Pointer Ridge Swim and Racquet Club, Inc. Directors shall be unsalaried. [July 2006]

Section 2. Duties

The Board of Directors shall manage the affairs and exercise all powers of the corporation, and shall perform all lawful acts which are not by these By-Laws conferred on the officers and members.

Section 3. Meetings

- A. The Board of Directors shall hold monthly meetings every month except December. Additional meetings may be called by the President or upon written (including electronic correspondence) request of three other directors. [July 2006]
- B. A minimum of five (5) Directors shall constitute a quorum at any meeting of the Board of Directors. Questions shall be decided by majority vote of Directors present at the meeting, unless otherwise provided for herein. [July 2006]

Section 4. Term of Office

Each member of the Board of Directors shall serve for a term of three years. Those newly elected Directors shall take office on the first day after the new fiscal year of the corporation.

Section 5. Elections

Elections will be held at the Annual Meeting, which will be held on the day closest to July 4th which in the opinion of the Board of Directors will be most likely to guarantee a large attendance. The date of the Annual Meeting will be discussed and decided upon at the March General Membership Meeting, and will be announced in as many venues as possible. The number of Directors elected on July 4th shall be that number which is required so that the total number of Directors is a minimum of five (5) and a maximum of eleven (11). Election may be by secret ballot or open voting at the discretion of the Board of Directors. In the event that there are an insufficient number of Directors elected, remaining vacancies shall be filled as provided in Section 9 of this article. [July 2006]

Section 6. Nominations

Any member of the corporation may have his or her name placed in nomination upon his or her request to the President.

Section 7. Resignation

Resignation shall be made in writing to the Board of Directors.

Section 8. Removal

Any Director may be removed for cause, including malfeasance, by a vote of two-thirds of the members in good standing at a special meeting called for that purpose.

Section 9. Vacancies

In the event that a vacancy occurs on the Board of Directors by death, resignation, disability, or otherwise, such vacancy shall be filled without undue delay by a majority vote of all remaining Directors. Any Director so elected shall serve only until the Annual Meeting following, but shall be eligible for re-election at that time to the remainder of the unexpired term he is serving or to a full term.

ARTICLE IV OFFICERS

Section 1. Board Membership

All officers of the corporation shall be members of the Board of Directors.

Section 2. Election

In October, the Board shall meet in Executive Session at the call of the outgoing President and elect by majority vote of the entire Board of Directors the following officers: President, Vice President, Secretary, and Treasurer. The outgoing President shall act as temporary chairman of the meeting until the new officers are elected. [July 4, 2006]

Section 3. Term

The Directors who are elected to the offices of President, Vice President, Secretary, and Treasurer shall assume the duties of their offices upon election and shall continue to hold those offices until September 30 of the following year, or until successors are elected or until removed for cause.

Section 4. Removal

An officer of the corporation shall be removed by vote of five (5) members of the Board; provided, however, that no officer shall be removed for cause until and unless the officer in question has received ten (10) days notice in writing to attend a hearing before the full Board of Directors. The accused shall be permitted to make any statement in his own behalf or present any evidence which he may desire. [July 4, 2006]

Section 5. President

The President shall:

- (a) Preside at all meeting of the regular members and at all meeting of the Board of Directors;
- (b) Appoint, subject to confirmation by the Board of Directors, all committees and shall designate the Chairman of each committee. He shall be an ex officio member of all committees;
- (c) Sign, with the Secretary, all contracts and papers related to the affairs of the corporation and the minutes of all meetings of the Board of Directors and of the regular meetings; and
- (d) Be the chief administrative and executive officer of the corporation. In this capacity he shall perform all acts properly belonging to this office herein not specifically enumerated, but not limited to, effective supervision of all activities of the corporation and its employees.

Section 6. Vice President

The vice President shall have all the powers, authority and duties of the President during his absence or inability to act. He shall also act as an assistant to the President and shall perform such other functions as he may be directed by the President or the Board.

Section 7. Secretary

The Secretary shall:

- (a) Either personally or by delegation, make and keep the minutes of all meetings of the Board of Directors and meetings of the members;

- (b) Keep all corporation records except membership and financial records;
- (c) Conduct all official correspondence under the supervision of the President;
- (d) Send out notices of all meeting of the members;
- (e) Be custodian of the Seal of the Corporation;
- (f) Sign, with the President, all contracts and papers related to the affairs of the corporation and the minutes of all meetings of the Board of Directors and of the members; and
- (g) Perform all other duties incident to the office of Secretary, subject to control of the Board of Directors, and submit such reports as may be required by them.

Section 8. Treasurer

The Treasurer shall:

- (a) Make and keep either personally or by delegation, all accounting and financial records of all financial transaction of the corporation;
- (b) Be responsible for the receipts of all monies due the corporation and deposit the same in depositories approved by the Board;
- (c) Make all disbursements subject to the provisions of these By-Laws and such rules and regulations as may be promulgated by the Board;
- (d) Be responsible for collecting all assessments from members and recording same of the corporate records;
- (e) Prepare and file the annual information return required to be filed with the Internal Revenue Service as well as and any other returns or filings required by other taxing authorities;
- (f) Render bills and statements for the charges incurred by all members; and
- (g) Perform such acts as are incident to the position of Treasurer, subject to the control of the Board.

Section 9. Bonds

The Board of Directors shall ensure that the President, Vice President, Secretary, and Treasurer are at all times bonded in an amount not less than \$10,000.00 or in such larger amounts as are considered adequate by the Board to secure the funds of the corporation.

ARTICLE V COMMITTEES

Section 1. Standing Committees

Standing committees shall be subject to the control of the Board of Directors, and shall be comprised of not less than three (3) members.

- A. The Membership Committee shall process all applications for membership. The committee shall maintain a list of current and prospective members and perform all acts necessary to sell, purchase, and transfer memberships.
- B. The Social Committee shall plan, schedule, organize, and promote social functions of the Club.
- C. The Tennis Committee shall organize, plan and promote all scheduled tennis activities of the Club.
- D. The Swim Team Committee shall perform such functions and services as required to promote the swim team and to arrange for swim meets.

Section 2. Other Committees

All other committees deemed necessary for the operation of the corporation shall be established by the Board of Directors.

ARTICLE VI MEMBERSHIP

Section 1. Application

Membership applications must be submitted in writing to the Membership Chairman at the official address of the Pointer Ridge Swim and Racquet Club.

Section 2. Definitions

- A. “Member” means a person(s) who has paid the full membership fee, has been duly admitted to the Club, and has duly paid for the current year his annual dues as specified by the Board of Directors. No applicant shall be judged on the basis of his color, race, national origin, or creed.

- B. “Family Unit” is defined as a member and all persons for whom the member’s home is considered a permanent legal residence. The Family Unit of each member shall be entitled to use all Club facilities, subject to the rules and regulations promulgated by the Board of Directors in connection with each such use. For the purpose of voting and quorum count, each Family Unit shall be counted as one vote. [July 4, 2006]

Section 3. Transfer of Membership

- A. A member desiring to terminate his membership shall notify the Club in writing. If there is an approved prospective member on the waiting list, the Club shall direct the prospective member to send the full membership fee to the Club. Upon receipt of the same, the Club shall give such sum less fees and costs assessed against the member to the retiring (selling) membership [amended 7/92]

- B. A new member purchasing a membership during June, July, or August shall pay one-third of the annual assessment for each of those months and the amount paid by a new member shall be reimbursed to the outgoing member. The member who holds the membership on the first day of the month shall be deemed to have held it for the entire month for the purpose of prorating the annual assessment.

- C. A member who desires to transfer his membership to a non-member shall provide the Club a written agreement of the same signed by both parties. The retiring member shall pay to the Club all outstanding fees or assessments, along with the transfer fee. In this instance, the retiring member’s bond is transferred to the prospective member, and the retiring member is no longer entitled to any portion of his bond. The prospective member then becomes responsible for all dues and other fees and obligations of membership. The Club will deal with the Principals only. [amended 7/92, 7/95]

- D. A member, who rents his home but desires to retain his membership, may temporarily transfer all Club privileges to the lessee by notifying the Club in writing of the case. The payment of the annual dues and any other fees shall continue to be the responsibility of the member.

Section 4. Fees

Subject to membership action, the Board of Directors shall determine the membership fee, amount of annual assessment and any other fees or costs; the Board shall also determine when such payments are due and payable. If a member fails to pay any assessed fee or cost as levied by the Club within thirty (30) days from the date specified, the Club shall have the option of purchasing the membership less any such outstanding charge. The option shall terminate upon the acceptance by the Board of Directors of the amount and levied or assessed.

The Board of Directors shall submit the annual operating budget to the membership in March of each year in a manner that is conducive with the best possible dissemination of the information. Said notice shall include the time, date and place of a special budget meeting to be held not less than five (5) nor more than fifteen (15) days from the notice. In the absence of a quorum, the budget shall be adopted as presented by the Board in the notice. The authority of the Club to change the budget shall not affect the authority of the Board to make such contracts, expenditures and disbursements as are reasonably necessary to maintain or safeguard the Club and its facilities. [July 4, 2006]

Section 5. Suspension or Expulsion from Membership

A. Suspension

The Board of Directors shall have the authority, after notice of hearing as provided for in subsection (B) of this section, to suspend any person for a period of up to one (1) year for good cause from admission to the Club grounds.

The Club manager shall have the power and authority to bar any person for a period of up to but not more than seven (7) days without the prior approval of the Board for conduct by that person which is contrary to the rules and regulations promulgated by the Board for the government of the Club. The manager shall notify the President (or in the absence of the President, the Vice President) immediately of such action. The Board of Directors may upon such notification by the President, overrule the decision of the Club manager.

B. Expulsion

The Club shall have the power by act of its Board of Directors to expel from membership any member who fails to comply with reasonable requirements of the By-Laws, rules and regulations duly made by the Board for the government

of the Club and its members. The action directed towards expulsion from the membership, other than for non-payments of assessments, shall not be taken until ten (10) days written notice has been given to the offending member to attend a hearing before the Board of Directors. In the event of an expulsion of membership, the membership fee of the expelled member shall be refunded less any outstanding fees, costs, or other assessments.

ARTICLE VII MEETINGS OF MEMBERS

Section 1. General Meetings

General Meetings shall be held at such times and places as designated by the Board of Directors as necessary for receiving reports and transacting the business of the corporation. One General Meeting, each calendar year, shall be designated the Annual Meeting. At such meeting the election of Directors and the annual report shall be items of business.

Section 2. Special Meetings

Special Meetings may be called at any time by the Board of Directors or by petition of the membership signed by not less than fifty (50) current members. No other business than that stated in the notice shall be transacted at a Special Meeting. Notice of the time, place and purpose of the Special Meeting shall be given to all members not less than five (5) nor more than fifteen (15) days prior thereto.

Section 3. Quorum

A quorum at a membership meeting shall consist of not less than forty five (45) members.

Section 4. Voting

Except as otherwise prescribed in these By-Laws, questions shall be decided by majority vote.

ARTICLE VIII AMENDMENTS OF BY-LAWS

Section 1. Presentation

Proposed amendments to By-Laws shall be submitted in writing to the President, accompanied by the signatures of not less than fifty (50) members. The Board of Directors may present proposed amendments without regard to the preceding

requirement for obtaining the signatures of not less than fifty (50) members in good standing.

Section 2. Notice to Members

The Secretary shall give notice to members in the manner stated in Article VII of the proposed amendment(s) to the By-Laws. An explanation of the reason for the proposed changes and of their effect shall be given. Both the existing wording and the proposed changes of the Article affected shall be included.

Section 3. Ratification

These By-Laws may be amended by two-thirds majority vote of the membership present at the regular or special meeting wherein such proposed amendments are stated as being an item of business. Such meetings shall be called within forty five (45) days of the petition.

ARTICLE IX CONFLICT OF INTEREST

It is the intent of the Club that there be no undisclosed or unavoidable conflicts of interest. Any member of the Board of Directors who has a conflict of interest or potential conflict of interest must make such disclosure to the Board. Among the items that present a potential conflict of interest are the following: investment in supply companies, employment of relatives, participation in civic or professional organizations that might involve divulging internal data, etc. Before the Club enters into any transaction with a "related party" the full Board shall be informed of the potential conflict of interest and the Board shall vote as to whether such transactions with the Club be consummated on terms no less favorable than those which would have been obtained if the transaction had been with an unrelated party.

ARTICLE X MISCELLANEOUS

Section 1. Indemnification of Officers and Directors

The Club will indemnify each Director and Officer against all costs, amounts, liabilities and expenses reasonably incurred by or imposed upon him or her in connection with any action, suit, proceeding or claim arising by virtue of his or her being or having been an Officer or Director of the Club, providing such Officer or Director was not guilty of gross negligence or willful wrong-doing in the performance of his or her duties.

Section 2. Dissolution

Upon dissolution of the corporation, the proceeds there from, insofar as permitted by law, shall be distributed in the following manner and priority: Payment of debts and obligations of the corporation; payment to the members, subject to the set-off of all debts and obligations of any member to the corporation.

Section 3. Parliamentary Procedure

All parliamentary procedure not otherwise provided for herein shall be in accordance with the procedures set forth in Robert's Rules of Order.

Section 4. Notice

Wherever within these By-Laws notice to members is required, such notice shall be in writing. Such notice may be mailed to the member at his last known address either by bulk mail rate or first class mail at the option of the Board. It is the responsibility of the member to advise the Board of his or her current address. The mailing of such notice to the last known address as provided by the member shall constitute notice.

Section 5. Corporate and Fiscal Year

- A. The fiscal year of the corporation shall begin on November 1 and end on October 31 [amended 7/95]
- B. The corporate year shall coincide with the fiscal year of the corporation.

Section 6. Staff Privileges

Upon resolution of the Board, the staff employees shall have membership privileges while so employed by the Club.

Adopted: August 19, 1971
Amended: August 31, 1980
Amended: August 26, 1984
Amended: July 5, 1992
Amended: July 2, 1995
Amended: July 4, 2006