

2011
BYLAWS OF THE
MOHICAN
SWIMMING POOL
ASSOCIATION

7117 MACARTHUR BOULEVARD
BETHESDA, MARYLAND 20816

AS AMENDED DECEMBER 5, 2011

BYLAWS OF THE MOHICAN SWIMMING POOL ASSOCIATION, INC.

ARTICLE I NAME

The name of this Association shall be The Mohican Swimming Pool Association, Inc.

ARTICLE II PURPOSE

The Mohican Swimming Pool Association, Inc., (Association) is organized as a non-profit, noncapital stock Corporation, under the General Laws of the State of Maryland, to promote and encourage the recreation, health and general well-being of its members and, in pursuance of these purposes, to construct, own, and operate a swimming pool and other recreation facilities together with such incidental objects as are appropriate in the conduct of its activities, for the exclusive use of its members and their guests.

ARTICLE III BOARD OF DIRECTORS

Section 1 The affairs, property, and management of the Association shall be under the control of its Board of Directors, who shall be active, Voting Members of the Association or the husband or wife, or adult son or daughter of a Voting Member who can serve as the proxy of the member if elected to the Board.

Section 2 The Board of Directors shall consist of a President, Vice President for the Pool, Vice President for Grounds, Vice President for Buildings, Vice President for Team Activities, Secretary, and Treasurer, who shall serve for one year each. Additionally, the retiring President shall be a member of the Board of Directors for the year immediately following his or her term of office. Six (6) additional Directors shall be elected; three (3) members shall be elected for a two-year term, and three (3) for a one-year term. Thereafter, three (3) members shall be elected for a two-year term at each annual meeting.

Section 3 Any vacancy occurring in the offices or in the Board shall be filled by the Board until the next annual meeting, or until a special meeting is called for such purpose. Any vacancy must be filled within thirty days after it occurs.

Section 4 A majority of the Directors, of whom at least two (2) must be officers, shall constitute a quorum of the Board of Directors at all meetings thereof.

Section 5 Any Director who shall cease to hold active membership in the Association automatically shall cease to be a Director and, if an officer, shall cease to be an officer.

Section 6 Consistent with these Bylaws the Board of Directors shall:

- (a) Transact all Association business and make and amend rules for the regulation of the use of Association property; it may appoint and remove such clerks, agents, servants, or employees as it may deem necessary and may fix their duties and compensations.
- (b) Admit applicants to membership.
- (c) Fix, impose, and remit penalties for violation of these Bylaws and Rules of the Association.
- (d) If necessary, create the office of Assistant Secretary and Assistant Treasurer and appoint one or more persons, who need not be members of the Association, to such offices.

Section 7 The Board of Directors shall designate the bank or banks in which funds of the Association shall be deposited and determine the manner in which checks, drafts, and other instruments of the payment of funds of the Association shall be executed except that all such instruments in excess of one thousand five hundred dollars shall be signed by the Treasurer or the Assistant Treasurer and countersigned by the President or Vice President for the Pool.

Section 8 The Board of Directors shall annually cause the books of the Association to be audited by a special audit committee consisting of not less than two members of the Association, no more than one of whom may be a member of the current Board. The audit of the books of the Association shall be completed within six (6) months after the close of the fiscal year and a report of the audit shall then be made to the next meeting of the Board of Directors and to the next meeting of the Association.

Section 9 The Board of Directors shall meet at least once a month during the months of February through September, and prior to the annual meeting, and at such other times and intervals as they may deem necessary.

Section 10 Any member of the Board may be removed from office by a vote of two-thirds (2/3) of the Voting Members present or by proxy at either an annual meeting or a special meeting called in accordance with these Bylaws.

Section 11 Each outgoing Board of Directors shall submit a detailed written statement of all finished and unfinished business and recommendations to the incoming Board of Directors at the annual meeting.

ARTICLE IV OFFICERS

Section 1 The officers of this Association shall be a President, four Vice Presidents, a Secretary and a Treasurer.

Section 2 The President shall preside at the meetings of the Association and of the Board of Directors. The President shall be the administrative officer of the Association and shall appoint, subject to confirmation by the Board of Directors, all standing committees,

designating the chairmen thereof, and all such special committees as may be directed. The President shall be, ex-officio, a member of all committees.

Section 3 The Vice President for the Pool, in the absence of the President, shall act for the President. He/she shall, under the direction of the President, be Chairman of the Pool Committee. The Vice President for Grounds shall, under the direction of the President, act as Chairman of the Grounds Committee. The Vice President for Buildings shall, under the direction of the President, act as Chairman of the Buildings Committee. The Vice President for Team Activities shall, under the direction of the President, act as Chairman of the Team Activities Committee.

Section 4 The Secretary shall send out the notices of the meetings of the Association and of the Board of Directors, keep the minutes and attend to the correspondence pertaining to his/her office. He/she shall perform such other duties pertaining to his/her office as may be asked of him/her by the Board of Directors. The Secretary may receive such compensation as the Board of Directors shall direct.

Section 5 The Treasurer shall attend to keeping the accounts of the Association, collecting its revenues and paying the bills as approved by the Board of Directors, or other agency authorized by the Board to incur them. He/she shall deposit funds of the Association received by him/her, in the name of the Association, in such depository as authorized by the Board. The Treasurer shall render an annual report at the annual meeting and perform such other duties as may be asked of him/her by the Board. He/she shall be bonded at the expense of the Association. He/she may receive such compensation as the Board of Directors shall direct.

ARTICLE V MEMBERS

Section 1 Members of the Association shall consist of active members and inactive members defined as follows:

- (a) Active member – a member who pays all applicable membership fees, capital assessments, etc due to the Association and uses the pool and facilities during the swimming season; and
- (b) Inactive member – a member who pays all applicable membership fees, capital assessments, etc. due to the Association but does not use the pool or facilities during the swimming season or who the Board of directors approves the transfer from active to inactive member status.

Section 2:

- (a) The active members of the Association shall be classified as follows:
 - (1) Voting Member - Head of household or spouse.

- (2) Associate Member - All non-voting resident family members of the Voting Member's household.
- (b) The first one hundred persons accepted as members shall constitute the Charter Membership.
- (c) For the purposes of the Mohican Pool Association, Inc., a family unit shall consist of all persons who are related by blood, marriage or similar arrangement and who permanently reside in the same household throughout the year.

Section 3 The Board of Directors may establish regulations governing the transfer from active to inactive status and vice versa. Such regulations shall include among other things, the following provisions:

- (a) Said member may agree, in writing, to transfer the use of his/her membership to a second party (herewith to as "Temporary Member").
- (b) The transfer of membership use shall be approved by the Board of Directors and shall be for not less than a full swimming season, except that the transfer of membership use to a person renting the member's house may be for a period of not less than six weeks but no such transfer may be made after July 15 in any swimming season. The membership use to be transferred shall be offered to persons on the waiting list in order of their position on the list, except that the member may, without regard to the waiting list, transfer the use of his/her membership to the person renting his/her house. If there is no waiting list, the member may make other arrangements subject to the approval of the Board of Directors.
- (c) Temporary members will have no voting privileges.
- (d) Inactive members continue to share in the full obligations and responsibilities which accompany membership, whether active or inactive, to the extent that they are obligated to pay all special assessments and/or other charges. A member who has been inactive for all or part of three (3) consecutive swimming seasons, as determined by the Board of Directors or its designee, shall not be, and shall not for any purposes under these Bylaws be counted as, a Voting Member until and unless the member reverts to active status as provided for in Article V, Section 2(e) below, including the payment of any applicable membership fees, capital assessments, etc. due to the Association. A member who would cease to be or who has ceased to be a Voting Member under this provision may request in writing that the Board permit such member to remain a Voting Member on the grounds that the member's inactive status was as a result of circumstances reasonably beyond his or her control and that, reasonably considered, indicate that the member will within no more than one (1) year return to active membership, such as a job posting to another state or country from which the member expects to return within a reasonable time. The Board shall promptly act and provide its decision in writing, via mail or email, to the requesting member.
- (e) Inactive members shall have the right to revert to active status at any time by proper written notification to and with the approval of the Board of Directors or designated

agents (except the return to active status must not conflict with the period for which "Temporary Members" reserve such use of membership). Any inactive members that will lose Voting Member status after the end of the 2011 swimming season, unless the Board of Directors approve the reversion to active member status, must notify the Board of Directors on or before the last day of the 2011 swimming season to be eligible for Board of Director review of such request for approval. If inactive member fails to submit notice by such date or the Board of Directors disapproves of a request notified before this date, the inactive member's Association membership shall remain in effect without any voting privileges.

Section 4:

- (a) The Secretary shall maintain lists of applications for membership and report these lists to the Board as needed. One list, to be known as the preferred list, shall consist of applicants residing in the pool's general area, encompassed by the Capital Crescent Trail, the Potomac River, Goldsboro Road, and River Road, and shall also include the Town of Glen Echo. A second list consisting of applicants residing outside the pool area may be established if determined necessary by the Board.
- (b) Waiting lists shall be formed without discrimination because of sex, color, race or religion.
- (c) The Board of Directors shall make such regulations as are needed governing establishment of waiting lists and admission of members from the lists, except that priority shall be given at all times to the preferred list, and also that applicants shall be considered for membership in order of their position on the lists. The regulations and waiting lists shall be readily available for members' inspection at any reasonable time.

Section 5:

- (a) A member wishing to sell his/her membership shall notify, in writing, the Secretary who, after giving appropriate notification to the Membership Chairman and the Treasurer, shall then offer the membership to persons on the waiting list in the order of their position on the lists; such sales may be made only with the approval of the Board of Directors. Exceptions to the above procedure are as follows:
 - (1) A member who sells his/her house may transfer his/her membership to the buyer of his/her house at the time of sale.
 - (2) A member may transfer membership to his/her adult off-spring following Board approval provided that the off-spring reside within the pool boundaries. The Board will establish any transfer fees required.
- (b) The selling price of memberships to persons on the waiting list shall be determined annually by the Board of Directors with due consideration of capital investment, special assessments, and other related factors.

Section 6:

- (a) Any member, renter, or guest may, for cause, and after having been given an opportunity for a hearing before the Board of Directors, be suspended for a period not exceeding three (3) months by a two-thirds vote of the Directors present at any meeting of the Board of Directors or expelled by a two-thirds vote of the entire membership of the Board. Cause for suspension or expulsion shall, in general, consist of flagrant and/or repeated violation of these Bylaws or of the rules of the Association.
- (b) The Board of Directors may formally delegate to the Vice President for Pool, and in writing to a responsible employee of the Association, the power to suspend the privileges of using the facilities of the Association for the violation of Pool Rules and Regulations provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four hours. A copy of such report shall be furnished to the suspended member or renter, or the adult member or adult renter in the case of a minor, or to the hosting member or renter in the case of a guest. The suspended person may request a hearing before the President, the Vice President for Pool, and the Manager. However, any such suspension is effective from the outset, and remains in force until and unless set aside or reduced at the hearing.

Section 7:

- (a) All active members of the Association shall be accorded the facilities of the Association subject to the Association rules and regulations, which shall be posted prominently at all times on the association premises.
- (b) The Board of Directors shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Association.
- (c) The Association shall be reimbursed for any property of the Association broken or damaged by a member or his/her guest. No person shall take any property belonging to the Association.
- (d) The Association assumes no responsibility and members or their guests have no claim against the Association for the property of members or guest which may' be brought into or left in the Association buildings or on the grounds.
- (e) No intoxicating liquor shall be brought on to the Association grounds.
- (f) The Association assumes no responsibility for the injuries sustained by members or guests. Members are hereby notified by adoption and publication of these Bylaws of that fact, and are on notice to inform their guests of such fact. In no case does the Association assume responsibility for any injury sustained beyond the limit of its insurance coverage, which shall be set by the Board of Directors at a reasonable amount.

Section 8 The maximum number of Voting Members shall not exceed 400.

Section 9 In the event of the death of a Voting Member, the surviving spouse of the deceased Voting Member shall automatically become a Voting Member and his/her name shall be entered as such upon the records of the Association but, if there is no surviving spouse, the Board of Directors may confer the status of Voting Member upon an associate member in the household of the said deceased Voting Member or may make such other disposition of the Voting Membership as it shall deem to be in the best interests of the Association.

ARTICLE VI
FISCAL AFFAIRS

Section 1 The fiscal year of this Association shall begin January 1 and end December 31.

Section 2:

- (a) An annual budget setting forth anticipated revenue and proposed expenditures for the following fiscal year shall be prepared by the Finance Committee and presented to the Board of Directors for approval no later than October 31 of each year.
- (b) The annual budget shall be subdivided into an Operational Cost Section and a Capital Improvements Cost Section. Funds may be reprogrammed within each Section provided that no new capital improvement projects are undertaken.
- (c) The annual budget for the following fiscal year shall be delivered to the members by mail or email no later than November 1 of each year. A Membership Meeting shall be called to approve the annual budget for the following fiscal year no later than November 15 of each year, provided that at least two weeks have elapsed between the time the budget is mailed or emailed and the date of the meeting.

Section 3 The annual dues shall be payable no later than March 1 of each year on a date established by the Board, and shall be sufficient to provide for the necessary annual expenditures of the Association.

Section 4 The Board of Directors is authorized to accept any donations which may be tendered to the Association

Section 5 In the event of the dissolution of the Association in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Association, proceeds of the sale of the property of the Association after the payment of all of its just debts and obligations subject to set-off of all dues due from the members, shall be distributed prorated to the entire active voting and inactive former Voting Membership of record on the date of dissolution.

Section 6 Any member with a financial obligation to the Association which remains unsatisfied for more than thirty days shall be denied the use of the pool facilities, if such facilities are then open for use, and shall be notified by the Secretary that a failure to satisfy such obligation within fifteen days of such notice will constitute grounds for expulsion from membership in accordance with Article V, Section 5 of these Bylaws.

Section 7:

- (a) Notwithstanding any other provision of these Bylaws, the following actions may only be taken by means of the special procedures laid out in Section 7(b) of this Article VI: (a) the voluntary sale, transfer or other alienation of any portion of the real property of the Association; (b) the encumbrance by mortgage, trust agreement or otherwise of any of the real property of the Association; and/or (c) the acquisition or incurrence of any debt or liability on behalf of the Association in excess of \$250,000.
- (b) Special Procedures:
 - (1) The quorum for a meeting called to consider the matters identified in Article VI, Section 7(a) above shall be as stated in Article VII, Section 4(a).
 - (2) The vote on a matter identified in Article VI, Section 7(a) above may be in person, by mail, by email, or by proxy, as provided for elsewhere in these rules.
- (c) Notwithstanding any other provisions of this Article VI, Section 7, the Board shall have the authority to enter into appropriate financing arrangements to address urgent pool matters that would impede the immediate use or safety of the current operation of the pool.

ARTICLE VII
MEETINGS

Section 1:

- (a) The annual meeting of the Association shall be held between September 1 and September 21 at a time and place designated by the Board of Directors.
- (b) At the annual meeting, the officers and chairpersons of the committees of the Association shall each present a report of their significant activities and events in the preceding year. The report of the Treasurer, which may be combined with the report in Article IV, Section 5, of these Bylaws, shall include all changes to the assets and liabilities of the Association and set out in detail each outstanding liability of the Association and all revenues due the Association.
- (c) At the annual meeting, the members shall then elect officers and other directors for the succeeding year, enact any major changes in policy which were set out in the announcement of the meeting with sufficient detail to give adequate notice to all members of the Association of such changes, and transact such other ordinary business as may be brought before it.

Section 2 Special meetings of the Association may be called by the Board of Directors. Also, upon the written request of twenty (20) Voting Members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty (30) days.

Section 3:

- (a) Notice of the annual meeting shall be sent by mail or email to the Voting Members at least fourteen (14) days prior thereto. The notice of the annual meeting shall include the names of candidates nominated by the Nominating Committee.
- (b) Special meetings of the Association may be held on seven (7) days' notice by mail or email to all Voting Members. The notice shall state the purposes for which the special meeting is called and no other business shall be transacted thereat.

Section 4: A quorum of the Association shall be determined as follows:

- (a) For a meeting of the Association called to take an action covered by Article VI, Section 7(a) of these Bylaws, a quorum for the transaction of business shall be fifty percent (50%) of the Voting Members. In all other cases, ten percent (10%) of the Voting Members shall constitute a quorum for the transaction of business. If less than a quorum be in attendance for any meeting of the Association, such meeting may, after the lapse of at least one half hour, be adjourned to a subsequent date by a majority of the Voting Members present. If such meeting is adjourned, a notice in accordance with Section 3 of this Article shall be sent to the Voting Members, such notice containing (1) a statement of the purpose of the meeting; (2) a statement that the previous meeting was adjourned for lack of a quorum; and (3) a statement that the number of Voting Members present at the next meeting shall constitute a quorum.
- (b) At a meeting of the Association, votes may be submitted electronically, on paper, or in person. Votes submitted electronically or on paper shall be in a form designated by the Board and shall include the membership number of the Voting Member and shall be signed if on paper. Votes submitted electronically or in paper count towards the quorum.
- (c) A Voting Member may designate another Voting Member as his or her proxy at any meeting of the Association. The Board shall establish a form that shall be used to establish one Voting Member as the proxy for another. To establish one Voting Member as the proxy for another, the proxy form shall be signed by both the Voting Member establishing the proxy and the Voting Member who will be the proxy. The proxy form shall indicate the Voting Member's vote for or against the noticed actions to be transacted at the meeting. The Voting Member establishing the proxy shall be counted as present for the purposes of determining a quorum for the transaction of business at such a meeting. The Voting Member holding the proxy shall be entitled to vote the proxy on the noticed actions in the manner set forth in the fully signed proxy form to the same extent as if the member that has established the proxy were present at the meeting.

Section 5 Whenever in these Bylaws notice to members is required, the mailing of such notices to the last known physical address and/or the emailing of such notices to the last known email address on record of the Association of the members shall constitute notice.

Section 6

- (a) The Board of Directors shall take office immediately after the annual meeting and hold its first meeting as promptly as practicable.

- (b) The Board of Directors may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof, and may also, by resolution, establish and publish rules for the conduct of the annual meeting, such rules to be consistent with Robert's Rules of Order. All meetings of the Association and of the Board of Directors shall be conducted in accordance with Robert's Rules of Order. The Board of Directors shall have power to designate a person who, in the absence of the President and Vice President for the Pool shall preside at a meeting of the Association or the Board of Directors.
- (c) Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary upon the request of five (5) members of the Board.
- (d) Notice of the regular monthly and special Board meetings shall be given to each Director at least seven (7) days before the date of the meeting.

ARTICLE VIII ELECTIONS

Section 1

- (a) There shall be a Nominating Committee appointed no later than July 15 of each year by the President to be composed of five (5) Voting Members of the Association, not more than one of whom may be a Director. To the extent practicable, the members of the Nominating Committee shall be geographically dispersed from throughout the area set out in Article V, Section 3(a-1) for preferred list applicants.
- (b) The Nominating Committee shall nominate candidates for the seven (7) offices of the Association and members of the Board of Directors to be elected at the next annual meeting. The Nominating Committee shall report such nominations to the Secretary on or before August 15.

Section 2 Nominations may also be made from the floor.

Section 3 Election shall be upon a single, written, secret ballot covering all vacancies. In situations where no candidate receives a clear majority, a second ballot shall be held between the two highest candidates. In case of a tie vote, balloting shall continue until a majority vote is obtained.

ARTICLE IX COMMITTEES

Section 1

- (a) The standing committees shall be Pool, Grounds, Buildings, Safety, Team Activities, Social Activities, and Finance. There shall also be Nominating, Bylaws and Audit committees as provided for in these Bylaws.

(b) The duties and powers assigned in these Bylaws to the standing committees shall be subject to the authority of the Board of Directors.

Section 2 The Pool Committee shall exercise supervision over the pool, shall attend to the maintenance of the pool and other facilities, and operating equipment; shall prepare rules of health and good conduct in connection with the operation of the facilities and shall see that the rules and regulations of the Association are enforced. The Pool Committee shall also make recommendations to the Board of Directors as to the hiring of the Pool Staff, and shall supervise the activities of the Pool staff on behalf of the Board of Directors.

Section 3 The Grounds Committee shall be responsible for the installation of capital improvements and for the care and maintenance of the grounds outside the pool area.

Section 4 The Building Committee shall be responsible for the erection, maintenance and operation of any and all buildings located on the property of the Association.

Section 5 The Safety Committee shall be responsible for promoting and making proposals to the Board regarding the safety of staff, members, renters, guests, visitors, and any other persons on the property of the Association. It shall have jurisdiction in all matters of a purely safety nature, and shall consult with and advise the President, Vice Presidents, and the Board on safety matters within their several jurisdictions.

Section 6 The Team Activities Committee shall be responsible for budgeting and general planning of the Swim and Dive Teams.

Section 7 The Social Activities Committee shall be responsible for the planning and execution of social functions at the pool, including such programs as adult nights, youths, youth nights, Fourth of July family races, Labor Day picnics, and so forth.

Section 8 The Finance Committee shall prepare the annual budget for submission to and approval by the Board of Directors and shall exercise general activities over the financial transactions of the Association.

Section 9 The Bylaws Committee shall be composed of five members of the Association, appointed by the President, only one of whom may be a member of the Board of Directors. The President shall also designate the Chairperson of the Committee who shall not be on the Board of Directors. Any proposed amendment(s) to the Bylaws of the Association shall first be submitted by the proponent to the Bylaws Committee for review. The Bylaws Committee shall review the proposed amendment(s) and make a report and recommendation regarding the amendment(s) to the next regular or special meeting of the membership of the Association after and in compliance with Section 3 Article X of these Bylaws.

Section 10 The Board of Directors may create additional special committees as needed.

ARTICLE X
MISCELLANEOUS

Section 1

- (a) Each person who acts as a Director or Officer of the Association shall be indemnified by the Association against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or having been a Director or Officer of the Association, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duties.

- (b) The right of indemnification provided herein shall inure to each Director and Officer referred to in (a), whether or not he/she is such Director or Officer at the time such costs or expenses are imposed or incurred, and in the event of his/her death shall extend to his/her legal representative.

Section 2 Any question as to the meaning or proper interpretation of any of the provisions of these Bylaws shall be determined by a two-thirds (2/3) majority of the Board of Directors.

Section 3 These Bylaws may be amended by a two-thirds (2/3) vote of the Voting Members at any meeting of the Association, as provided for in Article VII, Section 4, provided that at least fourteen (14) days prior to such meeting the text of the proposed amendment or amendments shall be sent to the Voting Members by mail and/or by email.

Section 4 The Board of Directors may extend the privileges of the Association to certain organizations, groups, or persons, such as Boy or Girl Scouts, Red Cross Training Classes, school athletic events, and related activities, provided that the regular schedule of the Association is not changed more than once a week or eight (8) times a season for such activities. The Board of Directors shall require a waiver from the members of any such group indemnifying the Association, its officers and agents, against any claim for any injury or damage to such members or their property, except to the extent covered by insurance.

Section 5 The Board of Directors by a two-thirds (2/3) vote of the entire body may remove an officer or director due to his/her inability to attend Board meetings regularly.

Section 6 The Secretary shall prepare, certify, and keep up to date; (a) an official copy of these Bylaws, as amended, and (b) an official copy of the Regulations of the Board of Directors. The Secretary shall cause the membership to be informed of all new regulations adopted by the Board of Directors and of all Bylaws changes, within three months of their adoption.

-END OF BY LAWS-