

Hunting Hills Swimming Club, Inc.

300 Nottingham Road

Baltimore, MD 21229

Bylaws

Revised June 2019

ARTICLE I - NAME

The name of the Corporation shall be HUNTING HILLS SWIMMING CLUB, INC.

ARTICLE II – PURPOSE

The purpose for which this non-profit corporation is formed and the business and objectives to be carried on and promoted by it are to organize and operate a corporation exclusively for pleasure, recreation, education, charitable, and civic and other non-profit purposes (all as more fully set forth in Article III of Articles of Incorporation of said Corporation), in the area known as Ten Hills and Hunting Ridge, Baltimore City, Maryland.¹

¹ Article II – revised 08-03-11

ARTICLE III – GOVERNANCE

SECTION 1: The Corporation shall be managed by a Board of Directors (“the Board”), consisting of nine officers (not including the immediate past President, who shall serve for one year without voting rights, if so accepted by that person), and no fewer than two and no more than nine “at-large” board members, all of whom must be drawn from the membership.¹ The “at-large” members shall serve for one year and shall enjoy full participatory rights of the Board.²

SECTION 2: The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, Membership Officer, Communication & Marketing Officer, Technology Officer, Pool & Grounds Officer, and Events Officer. Such officers shall be elected at the regular annual meeting of the members, and serve for a period of two years, with the term beginning October 1st and ending September 30th.³ Election of officers shall be by a plurality vote of those present at the meeting.

SECTION 3: The President, Secretary, Membership Officer, Events Officer, and Technology Officer shall be elected in odd numbered years. The Vice-President, Treasurer, Communication & Marketing Officer, and Pool & Grounds Officer, shall be elected in even numbered years. Officers shall serve for no more than four consecutive years in the same position except in cases when no club member petitions the nominating committee to serve in that position, and prior to the meeting of the membership the board votes a two-thirds majority to retain the officer on the ballot. In that case, it shall be announced to the membership, and the ballot shall indicate that the officer has been serving more than four years in this position.⁴

SECTION 4: An officer's or director's term of office shall cease if he or she ceases to be a member of the Corporation. ²

SECTION 5: If an officer or director fails to attend three regular meetings of the Board of Directors in a year, or otherwise fails to discharge any of his or her duties or obligations to the Corporation, he or she may be removed by a two-thirds vote of the Board of Directors, and the vacancy filled as provided in Section 6 of this Article. 5

SECTION 6: The Board of Directors shall fill any vacancy in the Board, including those of officers, by a two-thirds vote of the remaining directors, until the next general election, with the exception that the office of the President shall be automatically filled upon vacancy by the Vice-President.

SECTION 7: In the event of a dispute as to procedure at any meeting, the same shall be governed by Roberts Rules of Order.

2 Article III, § 1 - revised 02-24-65, 03-06-78, 02-25-92, 02-21-02, 08-03-11, 09-05-15, 06-05-19

3 Article III, § 2 - revised 02-08-84, 02-21-02, 08-03-11, 06-05-19

4 Article III, § 3 - revised 02-21-02, 08-03-11, 06-05-19

5 Article III, § 5 - revised 02-08-84, 02-21-02

ARTICLE IV – OFFICERS

SECTION 1: The President or his/her designate shall preside at all meetings of the Board and members. The President shall be the administrative officer of the club; he or she shall supervise the general direction of the club. The President shall present to the Board a Five-Year-Plan annually. Upon the expiration of his or her term, the president shall automatically become a member of the Board with all the rights and responsibilities of a member-at-large.6

SECTION 2: The Vice-President shall have and exercise all the powers, authority and duties of the President during his or her absence or inability to act. The Vice-President shall devise, propose, and execute plans to recruit and retain members and all the aspects that go along with membership, in conjunction with the Treasurer. The Vice-President shall also act as assistant to the President and perform such functions as may be directed to be performed by the Board. 7

SECTION 3: The Treasurer shall have custody and control of all funds, securities, valuable papers and other tangible assets of the Corporation. The Treasurer shall provide and maintain full and complete records of all assets and liabilities of the corporation. The Treasurer shall attend to keeping the records of the club, collecting its revenues, and paying its bills, as approved by the Board of Directors, or other agency authorized by the Board of Directors to incur them. The Treasurer shall deposit funds of the club, received by the Treasurer, in the name of the club, in such a depository as may be authorized by the Board. The Treasurer shall submit a proposed budget to the Board by November 1st each year. The Treasurer shall collaborate with the President annually on the Five-Year-Plan. The Treasurer shall perform such other duties pertaining to his or her office as may be asked of him or her by the Board. 8

SECTION 4: The Secretary is the primary record keeper of the debate, actions, and papers of the Board. The Secretary shall send out notices of the meetings of the club and of the Board of Directors, keep the minutes, maintain contact lists for the Board, keep current and circulate correspondence pertaining to his or her office. The Secretary shall have a current copy of the By-laws at each meeting of the Board for reference. The Secretary shall draft and supervise all incoming and outgoing correspondence and be

responsible for drafting all communication from the Board. The Secretary shall perform such other duties as may be asked of him or her by the Board. 9

SECTION 5: The Pool & Grounds Officer shall attend to the maintenance of the pool, its property, buildings, and operating equipment. The Pool & Grounds Officer shall oversee the clean-up and closing of the pool and its winterization, in conjunction with the swim club manager.10

SECTION 6: The Technology Officer shall plan, execute, and maintain the Internet presence of Hunting Hills Swim Club, with the goal of fostering communication. He or she shall perform such other duties as may be asked by the Board.11

SECTION 7: The Events Officer shall be responsible for setting up and maintaining a schedule and calendar of activities for the club. He or she shall plan, supervise, and operate affairs and special events of the club in conjunction with the swim club manager. The calendar and schedule shall be approved by the Board.12

SECTION 8: The Membership Officer is responsible for acting as the primary point of contact for prospective, current, and resigning members of the club. The Membership Officer shall report to the Vice President and work with the Vice President and Communications & Marketing Officer to ensure all necessary actions are taken for the retention of members in order to maintain 'full membership' as defined by that level after which a waiting list is necessary. The Membership Officer shall maintain full and accurate membership records.

SECTION 9: The Communication & Marketing Officer is responsible for engaging with club members and the communities the club serves through print, online, social media, other electronic communications and media. For communications with members, he or she shall design, maintain, and update the club website in conjunction with the Technology Officer, and produce newsletters for members and the community. For communications with the community, he or she is responsible for developing a program for publicizing and advertising the club's activities to the general public and partnering with community and civic organizations. The purpose of external communications is to attract new members and maintain full membership while enhancing the reputation of the club within the community. The Communication & Marketing Officer shall report to the Vice President and work with the Vice President and Membership Officer to ensure all necessary actions are taken for the retention of members in order to maintain 'full membership' as defined by that level after which a waiting list is necessary. They shall also work with the Events Officer to ensure the schedule of events open to the public is advertised to the community.

SECTION 10: At the discretion of the Board, the Board may appoint a Swim Team Representative to assist in overseeing the Club's swim team, coordinate swim team activities, and if so directed, maintain a financial accounting of the team's receipts and expenses in conjunction with the Treasurer. The Swim Team Representative shall have the duties and responsibilities of a member-at-large.13

6 Article IV, § 1 - revised 08-03-11

7 Article IV, § 2 - revised 02-21-02, 08-03-11

8 Article IV, § 3 - revised 02-08-84, 02-25-92, 08-03-11

9 Article IV, § 4 - revised 02-08-84, 02-21-02, 08-03-11

10 Article IV, § 5 – added 08-03-11

11 Article IV, § 6 – added 08-03-11

12 Article IV, § 7 – added 08-03-11

13 Article IV, § 8 – added 08-03-11, became § 10

14 Article IV, § 8 – added 06-05-19

15 Article IV, § 9 – added 06-05-19

ARTICLE V - DUTIES OF BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall:

a) Transact all corporate business, including construction of facilities, and approve rules for the use of corporate property.

b) Approve applications for membership by a majority vote.

c) Each year, the Board will review the previous year's financial actuals against what was projected, and adjust the five year projected cash flow accordingly.

Thereby, the board will always maintain a five year financial plan. Further, every three years the books and records of the Corporation shall be reviewed by a Certified Public Accountant. 14

SECTION 2: Nothing in these by-laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Corporation without the specific approval of the members at a duly held meeting.

SECTION 3: The Board of Directors shall meet monthly throughout the year and at such other times as they may deem necessary. The President may call a special meeting of the Board of Directors at any time and shall do so at the request of any three Board members.15

SECTION 4: A special meeting of the Board of Directors may be called by the President within ten days of the receipt of a written request, stating the purpose thereof, of at least fifteen members.

SECTION 5: Five Officers and at least seven voting Directors shall constitute a quorum at any meeting.16

SECTION 6: The president of the Corporation shall be Chairperson of the Board.

SECTION 7: The Board shall set the terms of use for the pool facilities, which may include parties that reserve certain areas of the pool for private use. Such parties must be initiated and hosted by a member in good standing.17

16 Article V, § 1 - revised 10-30-89, 02-21-02

17 Article V, § 3 - revised 08-03-11

18 Article V, § 5 - revised 08-03-11, 06-05-19

19 Article V, § 7 - revised 08-03-11

ARTICLE VI – COMMITTEES

SECTION 1: At its discretion, the Board shall appoint and oversee committees and/or individuals to assist in the successful operation of the pool.²⁰

Standing Personnel Committee: The President, Treasurer, and Grounds & Pool Officer, shall constitute the Standing Personnel Committee (SPC). The SPC shall recommend to the Board a/an applicant(s) for the position of Swim Club Manager or some such entity. The Board shall vote on the hiring of the Swim Club Manager. The SPC shall oversee all other swim club hiring in conjunction with the Swim Club Manager.²¹

20 Article VI, § 1 (a) - revised 02-25-92, moved to Article IV, § 5 08-03-11

21 Article VI, § 1 (d) - amended 02-12-69, 02-21-02, removed 08-03-11

22 Article VI, § 1 - amended 02-12-69, 02-21-02, amended 08-03-11

23 Article VI, § 1 – added 08-03-11

ARTICLE VII - MEMBERS

SECTION 1: One membership shall be issued to each family unit; the family may utilize the Corporation's facilities upon payment of the membership fee and annual dues as fixed by the Board of Directors. A family unit is defined as members of the same household whose residence is the same as the bondholder, excluding tenants and roomers. If there is more than one bondholder, there shall be only one residence, as specified by the bondholder. Member resignation must be made in writing to the corporation on or before May 1st in order to avoid assessment of dues against the bond. Any deviation from the above shall be decided upon by the Board. ²²

SECTION 2: The Board of Directors shall vote upon the acceptance to the club of each applicant recommended by the Membership Committee at their first meeting after such recommendation, and shall confer membership only upon those applications who shall be approved by two-thirds of the members of the Board present.

SECTION 3: The total authorized membership shall not exceed 325. Any membership tendered for resignation shall not be counted as a membership under this section. Residents of the Ten Hills - Hunting Ridge areas will be given priority consideration for membership should a waiting list exist. For the purpose of this section, the Ten Hills area shall include all residential property within the following boundaries: south of Edmonson Avenue from S1. Bartholomew's Church west to 5115 Edmondson Avenue and from Edmondson Avenue at that point to the southern boundaries of Ten Hills; and the Hunting Ridge area shall include all residential property within the following boundaries; north of Edmondson Avenue from Swann Avenue west to Cooks Lane and from Edmondson Avenue at that point north to Leakin Park, and on the southernmost side of Leakin Park, east to Swann Avenue. ²³

SECTION 4: Applications of persons residing within the boundaries of the Ten Hills Hunting Ridge area shall be acted upon prior to those residing without those areas.

SECTION 5: Any members of the club may withdraw at any time, subject to the provisions of Article VIII, and there shall be no refund of the current year's dues. A current member in good standing may choose to opt out of a season of annual dues, thus forfeiting the member's rights to use the pool for that season. If a member decides to go inactive after May 1st, they may be responsible for additional fees. Such an inactive member shall be permitted to resume full membership at any point going forward by

paying the current year's dues or resuming membership the following year by paying that year's annual dues. A written request by a member to go inactive must be made before May 1st of that season. No member may be inactive for more than one season, except at the discretion of the Board. Any subsequent non-payment of annual dues will force the termination of membership. The language of this section supersedes any notation on previous and future bonds issued.²⁴

SECTION 6: Any member, for cause and after having been given an opportunity for a hearing, may be suspended for a period not exceeding three months, by a two-thirds vote of the Board of Directors present at any meeting thereof, or may be expelled by a three-fourths vote of the entire membership of the Board. Cause for suspension, or expulsion, shall, in general, consist of violation of these By-Laws, or of the Rules of the club, or of conduct unbecoming a lady or gentleman. The Board of Directors may empower the pool manager to suspend any member, for one week, for the violation of the Rules of the Club.

SECTION 7: The Board of Directors shall, by rules, fix the terms and conditions upon which guests or members may use the facilities of the club.

SECTION 8: Each family unit has one vote at membership meetings. Only one member of a bondholder's family may serve on the Board at any given time. However, family members holding separate bonds may serve concurrently on the Board. ²⁵

24 Article VII, § 1 - revised 02-08-84

25 Article VII, § 3 - revised 02-26-64, 02-25-92, 03-06-78, 02-08-84, 08-03-11

26 Article VII, § 5 - revised 08-03-11

27 Article VII, § 8 - revised 02-08-84, 08-03-11

ARTICLE VIII - PROPERTY AND FINANCES

SECTION 1: The Board of Directors, at any meeting before the annual meeting may establish dues for the membership for the ensuing year, such increase shall not exceed \$100.00, and any excess over that figure shall be passed upon by the membership at a regular or special meeting.²⁶ The annual dues shall be assessed by January 15 and shall be payable every year by March 15. A penalty of 10% will be added to payment received after April 1st. ²⁷

- a) Members resigning after April 1 shall be liable for the current year's dues.
- b) Members elected after April 1, but on or before June 30, shall be liable for the current year's dues.²⁹
- c) Members elected after June 30, shall be liable for the current year's dues, minus a \$100 discount.
- d) Members elected after July 31, shall be liable for the current year's dues, minus a \$200 discount.

Members who have maintained membership for at least ten (10) years and who have no children using the pool shall be assessed at \$50.00 less than the annual dues established for the membership generally.²⁸

28 Article VIII, § 1 - amended 02-25-92

29 Article VIII, § 1 - amended 02-25-74, amended 08-03-11, amended 08-31-16

30 Article VIII, § I - revised 02-20-73, 02-21-02, amended 08-03-11, amended 08-31-16

31 Article VIII, § 1 - added 02-25-92, revised 02-21-02, removed 08-03-11

SECTION 2: Each of the applicants accepted into the membership, as a condition of membership shall be required to purchase a membership certificate (known as "the Bond") in the amount of \$500.00 and an initiation fee as determined, at the particular time by the Board of Directors. Each member so accepted and fully paid shall receive a Membership Certificate, herein after called, the Bond. 30

a) New members accepted after January 2002, shall be required to pay the Bond of \$500.00 and be refunded said amount if they cease to be a member of the club, subject to the provisions of §3, hereunder. 31

b) The Bond will be refunded at the cost of the original Bond less any outstanding dues when the member ceases to be a member of the club. 32

c) If a member resigns and at a later date becomes a member, no initiation fee for readmission shall be required

32 Article VIII, § 2 -revised 02-17-75, 02-21-02

33 Article VIII, § 2(a) - revised 02-25-92, 02-21-02

34 Article VIII, § 2(b) - revised 02-25-92

SECTION 3: This Bond shall not be transferable by the holders except as detailed within this section. A bond may be transferred to a family member, subject to the approval by the Board. In such case a new bond will be issued and an appropriate fee charged. The language of this section supersedes any notation on previous and future bonds issued.

In the event that the holder of the Bond ceases to be a member of the club for any cause, he or she may obtain a refund of the Bond paid less dues in arrears and/or other charges of any nature or description subject to the approval and consent of the Board of Directors, upon the following formula:

The member must surrender his or her Bond to the Corporation, and the Corporation shall obtain another application for membership with residents of the Ten Hills – Hunting Ridge area given priority consideration. The board will issue a Bond to the new member at the cost of \$500.00 as of January 1, 2002 plus any initiation fee the Board of Directors sets. Upon completion of this, the Corporation shall pay to the member the face value of his Bond, in no event to exceed \$300.00 for membership before January 1, 1975; not to exceed \$450.00 for membership after January 1, 1991, but before January 1, 2002; and not to exceed \$500.00 for membership after January 1, 2002. Notwithstanding that a new membership has not been obtained as a replacement for a resigned member in accordance with the above requirements, the Board of Directors may, in its discretion, authorize the refund to a resigned member of the face value of his or her Bond when, in the opinion of the Board, the making of such refund would not seriously endanger the financial position of the club. Refunds under this provision shall be made in the order of priority established by the Board. No refund under this provision may be made if thereby the total membership is reduced to below 300 members. 8

At its discretion, the Board may allow resigning members awaiting reimbursement of their full bond amount to exchange the full value of their respective bond in return for a single prospective season of annual dues. Such an exchange of the value of the bond in return for annual dues shall satisfy and void any reimbursements due to the resigning member regardless of any discrepancy between the cash reimbursement value of the bond and the cost of the current dues in effect at the time of the exchange.33

35 Article VIII, § 3 - Last paragraph added 02-26-64, revised 02-25-92, 08-03-11, 09-03-12

SECTION 4: In the event of dissolution of the club, in any manner or for any cause and in no event other than this, upon the effective date of the dissolution of the club, the Bond shall be a lien upon the proceeds of the sale of the property of the club, after the payment of all just debts, expenses of sale and other obligations, to the extent of the then value of the Bond as fixed by these By-Laws, subject to the setoff of all debts, dues and obligations owed by the holder to the club. After the payment of all Bonds outstanding, upon the effective date of the dissolution of the club, the surplus remaining after the redemption of all memberships outstanding at their face value, if any, shall, by a previous vote of the members at a duly called meeting, be paid over to some acceptable charitable religious, educational or other income tax exempt organization.

SECTION 5: Notices of the current years' dues shall be sent to every member of record by February 15th. The notice shall include the following notation: "Payment in full is due by March 15th. A ten percent (10%) late fee will be assessed on any unpaid balance as of March 15th. If dues remain unpaid as of May 15th, membership will be forfeited and the unpaid dues and late fees will be deducted from the Bond."

Any member, failing to pay dues on or before the 15th day of March, in each and every year, shall be notified by the Treasurer on or about April 1st of their dues indebtedness and that dues plus a 10% late fee must be paid within 15 days. If such indebtedness is not paid within 15 days of the notice, the delinquent member shall be suspended by the Board of Directors. If his or her indebtedness shall not be paid in full within fifteen days after the sending of such notice, he or she shall cease to be a member of the club. The Board of Directors, in their discretion, may reinstate any member upon request and repayment of the indebtedness of the club. Said suspended members shall pay as a reinstatement fee the sum of \$35.00.

Any member who has failed to pay dues before the opening day of the pool season shall have their bond taken over by the club, pursuant to the provisions of § 6 hereunder, and all indebtedness owing to the Club shall be charged against the Bond. A check shall be issued to the terminated member by the Treasurer for the balance after such indebtedness has been deducted.³⁴

36 Article VIII, § 5 - revised 02-25-92, 02-21-02, 08-03-11, 08-31-16

SECTION 6: Upon cessation of membership for any cause, all indebtedness owing to the club by said member, including the current year's dues and late fees, shall be a lien on and a charge against his or her Bond; and the Bond may be taken over by the club to satisfy such indebtedness with a check issued to the terminated member for any balance after his or her indebtedness is paid. In the event that the club is unable to obtain possession of the Bond, it may be canceled on the books of the club, and a new Bond issued in the place thereof to a newly elected member of the club on payment by him or her to the club of the then value of the Bond, as fixed by these By-Laws. In the case of enforcement of a lien, as herein provided, neither the signature of the holder, nor the delivery of the Bond shall be required to perfect the transfer to the club, or to a new holder and the Treasurer of the club is hereby authorized as attorney of the holder of the Bond to make the transfer. ³⁵

37 Article VIII, § 6 - revised 02-25-92

38 Article VIII, § 7 - added 02-26-84, deleted 02-08-84; § 8 - added 03-06-78, deleted 02-08-84;

§ 9 - added 03-06-78; § 9 - became § 7 02-08-84; and § 7 - revised 02-25-92, removed 08-03-11

ARTICLE IX – NOMINATIONS

SECTION 1: At the regular meetings of the Board of Directors, immediately prior to the Annual Meeting of members, there shall be appointed by the President, a Nominating Committee of not less than two members of the club, in good standing, none of whom shall be members of the Board. The Nominating Committee shall select a complete list of candidates whose names shall be posted fifteen days prior to the Annual Meeting of the members. 37

SECTION 2: Further nominations may be made from the floor at the Annual Meeting of the members. Any candidate nominated from the floor shall be present, or shall have signified his or her intention to accept the office for which he or she is nominated.

39 Article IX, §1 - revised 02-25-92

ARTICLE X – MEETINGS

SECTION 1: The Annual Meeting of the club shall be held on the last weekend of the pool's summer season or any time after the end of the pool season, at such a place and time as the Board of Directors may determine. The Annual Meeting shall be for the purpose of electing officers and directors, presenting committee reports, and for the transaction of such other business as may be indicated in the notice of the meeting, or as may be brought before it.38

SECTION 2: Notice of the Annual Meeting shall be given by mail to the members at least fifteen days prior thereto. The notice of the Annual Meeting shall include the names of the candidates nominated for the various officers of the club by the Nominating Committee, and a copy of the Annual Financial Report.

SECTION 3: Special Meetings of the Club may be called by the Board of Directors. Also, upon written request by at least 15 members in good standing, to the Secretary stating the purpose, a special Meeting shall be called by the Secretary within 10 days. 39 10

SECTION 4: Special Meetings of the club may be held on ten days' notice by mail, phone, or email to all members. The notice shall state the purpose for which the meeting is called.40

SECTION 5: Only active members, in good standing, shall be entitled to vote at meetings of the club. Ten days prior to any annual or special meeting the transfer books of the Corporation shall be closed and the list of members eligible to vote shall be compiled. Each member may vote in person, except that his or her written proxy authorizing another adult member of his or her family unit to vote in his or her stead shall be permitted.

SECTION 6: Twenty (20) members, in good standing, present in person shall constitute a quorum at all club meetings.41

SECTION 7: Following a special meeting as provided for in Section 3 and 4 of this Article, financial matters requiring an assessment of the members for major capital improvements or expansion of the club facilities, shall require a total favorable vote that equals or exceeds a simple majority of the total membership in attendance at the special meeting, in accordance with the requirements of Section 5 of this Article. Such an assessment shall not be levied until the next billing year.42

40 Article X, § 1 - revised 08-03-11

41 Article X, § 3 - revised 02-25-92

42 Article X, § 4 - revised 08-03-11

43 Article X, § 6 - revised 08-03-11

44 Article X, § 7 - added 02-17-75, revised 08-03-11, 08-31-16

ARTICLE XI - POLICIES

SECTION 1: The club shall maintain the following policies, to be held by the board as electronic documents, and to be available to all club staff and members as printed documents:

- Code of Conduct
 - Smoking, Drugs, and Alcohol
 - Internet, email, mobile phone
 - Social Media
 - Dress code
- Equal Opportunity Policy
- Anti-Discrimination Policy
- Harassment and Sexual Harassment Policy
- Whistleblower/retaliation Policy
- Grievance/Ombudsman
- Discipline and Termination Policy

45 Article XI, § 1 – added 06-05-19

ARTICLE XII - GENERAL

SECTION 1: Any questions as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

46 Article XII, § 1 – became Article XII, 06-05-19

ARTICLE XIII - AMENDMENT

SECTION 1: These By-Laws may be amended by a two-thirds vote of the members present at any meeting of the club, provided at least fifteen days prior to said meeting written notice of such has been served on each member.⁴³

47 Article XII, §1 – revised 08-03-11, became Article XIII, 06-05-19