

Bylaws of The Freedom Swim Club, Inc.

(Revised September 2017)

Article I Name

The name of the Club shall be Freedom Swim Club, Inc.

Article II Purpose

This Club is formed for the purpose of promoting the health and general welfare of the community by providing an area for general recreation and swimming; together with such incidental objectives as are appropriate in the conduct of its activities on a non-profit basis, in conformity with Section 501c(7) of the Internal Revenue Code and the rules and regulations pertaining thereto, in Carroll County, State of Maryland.

Article III Definitions

- a) **Active Member** – a person who currently belongs to the Club as a member of a family unit or as an individual, whose dues are currently paid.
- b) **Member in Good Standing** – any active member authorized to use the Club's facilities, who is not currently under suspension nor been expelled from the Club. Only members in good standing may hold elective office in the Club.
- c) **Member Emeritus** - a member in good standing who, having belonged to the Club for at least 20 years and is at least age 50, resigns his/her/their membership and surrenders the membership certificate that indicated partial ownership of the Club. Such members will be allowed to use the Club facilities as if they were members in good standing for the number of times each year and at a cost to be determined by the Board of Directors. The Board will establish in the Pool and Ground Rules of the Club the number of visits permitted to Emeritus Members and the cost to be paid on each visit.
- d) **Family Unit** – all persons either (1) related by blood or marriage living in the same home e.g., a married couple and children or single parent and children, and/or all persons (2) residing in the same household who are financially dependent on the head(s) of the household. Children may be natural children, adopted children, stepchildren or foster children. When an adult child moves from the parental home to establish his or her own residence, such person ceases to be a member upon leaving the household. When a divorce occurs, either party may retain the family membership, but not both. The party retaining the membership must contact the Club Treasurer in order to amend his or her Bond certificate. The other party may apply for an individual membership in the pool.
- e) **Financially dependent** – relying on another for more than one-half (1/2) support for such items as room, board, food, clothing, education, etc.
- f) **Board of Directors** – The officers of the Club charged with managing the Club and consisting of the following: President, Vice President - Administrative, Vice President for Pool and Grounds, Vice President for Community Relations, Secretary, Treasurer, and the immediate Past President.
- g) **Other Officers** – The Board of Directors may appoint an Assistant Secretary and an Assistant Treasurer, to hold office at the pleasure of the Board.
- h) **Pool and Grounds Rules** – The rules adopted by the Board for the benefit and protection of all users of the Club's facilities, intended to assure the safe and sanitary operation of those facilities.

Article IV Government

Section 1.

This Club shall be managed by a Board of Directors. Each member of the Board must be an active member in good standing, and be duly nominated, elected or appointed.

Section 2.

At each Annual Meeting in September, of active members of the Club, the President, three Vice Presidents, one Secretary and a Treasurer shall be elected by the active members. All members of the Board of Directors will serve a one-year term, but not more than two consecutive terms, in the same office.

Section 3.

A nominating committee consisting of the three Vice Presidents, shall select a complete list of candidates whose names shall be presented to the membership at least 15 days prior to the Annual Meeting of members.

Section 4.

All members interested in running for a Board position shall make their intent known to the Board via board@freedomswimclub.org at least 15 days prior to the Annual Meeting or by writing their name on the posted ballots.

Section 5.

Any member of the Board of Directors who shall cease to hold active membership in the Club, or is no longer a member in good standing shall automatically cease to be a member of the Board of Directors.

Section 6.

Any member of the Board of Directors who shall without good cause be absent from three consecutive Board of Directors meetings shall automatically cease to be a member of the Board of Directors.

Article V Functions Of The Board of Directors

Section 1.

Consistent with these bylaws the Board of Directors shall:

- a) Manage all Club property and transact all Club business except that:
 - (i) No capital expenditures shall be made by the Board of Directors in excess of \$5,000.00 in any year unless approved by a vote of a majority of members present in person or by proxy at the Annual Meeting or at any special meeting called for that purpose.
 - (ii) The Board of Directors shall not obligate the Club in any way for a period of more than one year without the approval of a majority of members present in person or by proxy at the Annual Meeting or at any special meeting called for that purpose.
- b) Make and amend rules for the regulation of the use of the Club property. It may appoint and remove such officers, clerks, agents, servants or employees as it may be deem necessary and may fix their duties and compensations.
- c) Approve Members.
- d) Fix, impose and remit penalties for violation of these Bylaws, and/or the Pool and Ground Rules or for inappropriate conduct as indicated in section (d) (iii) below. Such violations will be handled as follows:

When a violation is brought to the attention of a member of the Board of Directors, he/she will notify the President who will notify the other members of the Board of the violation and the names of member(s) and/or guest(s) involved.

- (i) The Board will consider the matter and take an appropriate course of action. If the Board decides to pursue the matter, the Board will notify the alleged offender in writing of: (1) the incident giving rise to the alleged violation, (2) explain why it is considered a violation, and (3) provide the alleged violator with an opportunity to explain his/her version of the facts at a hearing before the Board. The time and place of such hearing shall be determined by the Board.
 - (ii) After the hearing, or within a reasonable time after the alleged violator does not respond to the Board's initial letter, the Board will issue a written decision to him/her. The Board's decision may be either to: (1) dismiss the charges, or (2) give a written reprimand, or (3) suspend the violator from the use of all pool privileges for a period not to exceed one complete summer season, or (4) expulsion from the Club. Reprimands and suspensions must be agreed on by least a simple majority of the Board's members. Expulsions must be agreed on by at least three-fourths (3/4) of the Board's members.
 - (iii) As indicated above, causes for reprimands, suspensions and expulsions shall, in general, be for violations of these Bylaws and or the Pool and Ground rules. These sanctions may also be imposed for conduct unbecoming a lady or gentleman, such as loud, abusive or obscene language or behavior.
- e) If necessary, create the office of Assistant Treasurer and appoint one person.
 - f) Fill any vacancy in the membership of the Board of Directors to serve until the next Annual Meeting of active members.

Section 2.

The Board of Directors shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed. However, the Board of Directors shall always require that the Treasurer or the President sign all checks, drafts or other instruments for the payment of money drawn in the name of the Club. All persons authorized to sign checks of the Club must be bonded in the amount of anticipated income.

Section 3.

The Board of Directors shall meet at least once a month from April through September and at such other times and intervals as they may deem necessary. Two-thirds of the members of the Board of Directors shall constitute a quorum.

Section 4.

The Board of Directors shall cause the books of the Club to be audited annually by auditors selected by the Directors, who shall neither be Directors nor Officers of the Club and the report of the auditors shall be available to the members at all times. The audit will be made on a calendar year basis and will be made available to the active members at the Annual Meeting.

Section 5.

In the event a question before the Board of Directors results in a tie vote which cannot be resolved, the question shall be resolved by the President casting a vote to break the tie.

Section 6.

No members of the Board of Directors shall render service to, represent or undertake to act for any outside concern, whether for compensation or not, unless the Board of Directors determines that such relations with the outside concern do not conflict with the interest of the

Club and that there is no reasonable likelihood that it will influence his judgment or action in performing his duties to the Club.

Section 7.

Any member of the Board of Directors may be removed from office by a majority vote of the membership present in person or represented by proxy at either an Annual Meeting or a special meeting called in accordance with these bylaws.

Article VI Officers And Their Roles

Section 1.

The officers of this Club shall be a President, a Vice President Administrative, a Vice President Pool and Grounds, a Vice President Community Relations, a Secretary, a Treasurer and if deemed necessary by the Board of Directors, an Assistant Secretary and an Assistant Treasurer.

Section 2.

The President shall preside at meetings of the Club and the Board of Directors. He or she shall be the administrative officer of the Club and shall have responsibility for the general management and direction of the activities of the Club. He or she shall appoint, subject to the confirmation of the Directors, all standing and operating committees, designating the chairman thereof. He or she shall be, ex-officio, a member of all committees.

Section 3.

The Vice President Administrative, in absence of the President, shall act in his or her stead. He or she shall under the direction of the President, attend to the business and financial operations of the Club with the Chairman of the Finance Committee. He or she shall also be charged with procuring and maintaining in force such insurance as may be deemed necessary by the Board of Directors. He or she shall be, ex-officio, a member of all committees.

Section 4.

The Vice President Pool and Grounds shall under the direction of the President attend to the operation and maintenance of the physical plant and properties of the Club.

Section 5.

The Vice President Community Relations, in absence or disability of the President and Vice President Administrative, shall act for the President. He or she shall under the direction of the President attend to the public relations program of the Club. He or she shall be the Chairman of the Community Relations Committee.

Section 6.

The Secretary shall send out the notices of the meetings of the Club and of the Board of Directors, keep the minutes and attend to correspondence pertaining to his office. He or she shall perform such other duties pertaining to his office as may be asked of him or her by the Board of Directors.

Section 7.

The Treasurer shall attend to keeping the accounts of the Club, collecting its revenue, and paying its bills as approved by the Board of Directors, or other agency authorized by the Board to incur them. He or she shall deposit funds of the Club received by him in the name of the Club in such depository as may be authorized by the Board. He or she shall perform such other duties pertaining to his office as may be asked of him by the Board.

Article VII Members

Section 1.

- a) One membership shall be issued to each family unit upon payment of the membership fee and shall entitle the member(s) to utilize the Club's facilities upon payment of dues.
- b) Individual membership will be issue to persons desirous of membership privileges without a family, upon payment of the required membership fees.
- c) Applications from local clubs and organizations for the rental of the Corporation facilities shall be reviewed for acceptance by the Board of Directors and as approved such groups shall be subject to the Rules and Regulations governing the use of the grounds and facilities.
- d) No membership shall be denied because of race, creed, or color.
- e) Any deviation from, or interpretations of the above shall be decided by the Board of Directors.

Section 2.

- a) The Board of Directors shall vote upon the admission to the Club of each application recommended by the Membership Committee at their first meeting after such recommendation, and shall confer membership upon only those applicants who shall be approved by two-thirds (2/3) vote of the total Board membership. The vote of the Board shall be by secret ballot.
- b) The membership shall consist primarily of residents of the Freedom District of Carroll County.
- c) As a condition of becoming Emeritus Members, such members resign their regular membership in the Club as discussed in Article VIII. Upon doing so, the original value of their certificates will be returned to the Emeritus Members as discussed in that Article. Also, on resigning their regular membership, the names of the Emeritus Members will be retained on a separate list by the Membership Chairperson. If, for good cause shown, which cause will be determined by the Board of Directors, an Emeritus Member wishes to reinstate his/her regular membership, such person(s) will be given priority for rejoining the Club by being advanced to the top of the Membership list, and when a vacancy occurs, purchasing a new bond, and paying the annual membership dues.

Section 3.

Any member of the Club having given written notification may withdraw at any time subject to the provisions of Article VII. In the event of withdrawal, there shall be no refund of the current year's dues.

Section 4.

- a) All members of the Club shall be accorded the use of the facilities of the Club subject to the Rules and Regulations which shall be issued and posted within the Club.
- b) The Board of Directors at its discretion may extend the privileges of the Club to any person or persons.
- c) The Board of Directors shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.

Section 5.

The number of memberships of the Club shall be established at 300.

Article VIII Dues and Fees

Section 1.

- a) Dues shall be sufficient to provide for the necessary operating expenses of the Club and the proper maintenance and improvement of its property. The annual dues, however, shall not exceed \$500.00.
- b) Within the limit established in (a) above, the Board of Directors shall establish dues for the year and on or about March 1st shall notify members in writing of the amount. Such dues shall be payable by April 1st.
- c) No dues nor part thereof shall be refunded in the event pool operations are required to be suspended for any period.

Section 2.

Each family unit and persons desiring individual memberships shall be required, as a condition of membership, to purchase a one time certificate of membership. The cost of the certificate is set by the Board and is in addition to the annual dues for the first year of membership.

Section 3.

- a) Membership certificates shall not be transferable and shall contain an appropriate notification to that effect on the face thereof.
- b) Except for payment as hereinafter provided, each certificate shall become null and void upon the date that the holder thereof ceases to be a member for any cause. The time and manner in which the holder shall be paid the original value of his certificate subject to the provisions of Section 6 hereof, shall be determined by the Board of Directors, provided however, that each certificate shall be redeemed in the chronological order in which the membership terminates as soon as payment is received from an incoming member.

Section 4.

In the event of the dissolution of the Club in any manner or for any cause, and in any other event, upon the effective date of dissolution of the Club, Membership Certificates shall be a lien upon the proceeds of the sale of the property of the Club after payment of all of its just debts and obligations to the extent of the value of the certificates as fixed by these bylaws, subject to set-off of all debts, dues and obligations owed by the holder of the certificate. After payment of all certificates, outstanding upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed pro rata among the then membership of the Club.

Section 5.

Any member who fails to pay dues or other amounts owed before the due date shown on the statement sent to him by the Treasurer shall be assessed a late payment fee of 10% of such indebtedness. In addition, the delinquent member shall be notified that, if such indebtedness including late payment fee shall not be paid within fifteen days thereof, he may be suspended by the Board of Directors. Any person thus suspended shall immediately be notified in writing by the Secretary of his suspension, and if his indebtedness shall not be paid in full within fifteen days after sending of such notice, he shall cease to be a member of the Club. Any person thus suspended shall also incur an administrative fee of \$50 in order to account for time and recordkeeping. The Directors, in their discretion, may reinstate any member upon request and repayment of all indebtedness to the Club.

Section 6.

Upon cessation of membership for any cause all indebtedness owing to the Club by him shall be a lien upon and charged against his Membership Certificate and the certificate may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to

obtain possession of the certificate, it may be canceled on the books of the Club, and a new certificate issued in place thereof to a newly elected member on payment by him to the Club of the then value of a certificate as fixed by these bylaws. In case of the enforcement of a lien, as above herein provided, neither the signature of the holder nor the delivery of the certificate shall be requisite to perfect the transfer to the Club, or to a new possessor, and the Treasurer of the Club for the time being is hereby authorized, as the attorney of the holder of such certificate, to make such transfer. Every certificate issued is expressly subject to the provisions of this Section.

Section 7.

Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their family to whom the privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by guests introduced by them.

Section 8.

All fees and other charges mentioned herein are exclusive of taxes imposed by Federal, State and other governmental bodies and agencies, unless herein stated.

Section 9.

When prospective members are solicited for membership, the Membership Committee and chairman shall issue them notice that their membership certificates and initiation fee are payable within 30 days. If payment is not received within 30 days, a second notice shall be issued by the Treasurer allowing an additional 15 days for receipt of payment. If payment is not received at the end of the 15-day period, their name shall be dropped to the bottom of the waiting list.

Article IX Meetings

Section 1.

- a) The Annual Meeting of the Club shall be held within 30 days of the Pool's closure in each year, at such time as the Board of Directors may determine.
- b) The Annual Meeting shall be for the purpose of electing the President and Directors, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it.

Section 2.

Special meetings of the Club may be called by the Board of Directors. Also, upon written request of fifty members to the Secretary, stating the purpose therein, a special meeting shall be called by the Secretary within thirty days.

Section 3.

- a) A 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 candidates nominated by the nominating committee.
- b) Independent nominations may be made as provided by Article IV.
- c) Special meetings of the Club may be held on five days' notice by mail to all members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereat.
- d) Time and place of all meetings shall be designated by the Board of Directors.

Section 4.

Each Membership Certificate shall be entitled to one vote at meetings of the Club. Any Membership Certificate may be represented by written proxy if holder is unable to attend in person. Election of the President and Board members will always be by secret ballot. Voting

on issues will be by a show of hands, voice or secret ballot at the discretion of the officiating officer.

Section 5.

Thirty (30) Active Members present in person shall constitute a quorum at all Club meetings.

Section 6.

Whenever in these bylaws notice to members is required, the mailing of such notice to the last known address of the member shall constitute notice.

Section 7.

- a) The Board of Directors shall hold its first meeting following the Annual meeting of the members in each year 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.
- 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 a majority of the members of the Board.
- d) All Board members shall be notified of the regular monthly, and special Board meetings at least five days prior to the date of the meeting.

Article X Committees

Section 1.

The Board may appoint temporary or permanent committees as needed and define the responsibilities of any such committees.

Article XI Miscellaneous

Section 1.

- a) Each person who acts as a Director or Officer of the Club shall be indemnified by the Club against expenses actually and necessary incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Director or Officer of the Club, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties.
- b) The right of indemnification provided herein shall inure to each Director and Officer referred to in (a) whether or not he is such Director or Officer at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal representatives.

Section 2.

Any questions as to the meaning or proper interpretation of any of the provisions of these bylaws shall be determined by the Board of Directors.

Section 3.

These bylaws may be amended by a two-thirds (2/3) vote of the Active Members present in person or represented by proxy at any meeting of the Club provided at least five (5) days' notice of such amendment by mail shall be given to each such member.