

BY-LAWS
THE LOCHEARN COMMUNITY CLUB, INC.

(Revised March, 2010)

Article I

NAME

The name of the club shall be the Lochearn Community Club, Inc, referred to herein as the Club.

Article II

OBJECT

The purpose for which this club is formed is to promote the health and general welfare of the community by the development of community spirit and cooperation in providing an area for recreation, a community house and a swimming pool, together with such incidental objects as are appropriate in the conduct of its activities on a non-profit basis, in Baltimore County, State of Maryland.

Article III

GOVERNMENT

Section 1. The Club shall be managed by a Board of Directors not to exceed twelve in number, but may be a lesser number as determined by the Board.

Section 2. At each fall meeting of bond holding members in good standing of the Club, one third of the Directors shall be elected from such members for a term of three years and until their successors shall have been chosen. A bond holder is defined as someone who has paid at least one installment towards the purchase of a bond.

Section 3. In order for a club member to be elected to the Board, that member must have paid at least one third of the full bond payment towards the purchase of the bond. Any club member serving as an officer of the Board must have completed full bond payment. Any member of the Board of Directors who shall cease to be a bond holding member in good standing of the Club automatically shall cease to be a member of the Board of Directors.

Article IV

BOARD OF DIRECTORS

Section 1. Consistent with these By-Laws, the Board of Directors shall:

- a) Manage all Club property and transact all Club business except that:
 - 1) Except as provided in Articles VI and VII, 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 the members present at a general 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 deem necessary and may fix their duties and compensations.
- c) Fix, impose and remit penalties for violations of the By-Laws and rules of the Club.
- d) Elect from the Board of Directors a President, a Vice President (Administration), a Vice President (Operations), a Secretary and a Treasurer, all of whom shall serve without compensation.
- e) If necessary, create the offices of Assistant Treasurer and/or Assistant Secretary and appoint one or more persons, who need not be members of the Club, to such offices.
- f) Fill any vacancy in the membership of the Board of Directors to complete the un-expired term.

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 the Club shall be executed.

- a) The Board of Directors shall always require that at least two officers sign all checks, drafts or other instruments for the payment of money drawn in the name of the Club.
- b) Officers with fiduciary responsibility shall be bonded.

Section 3. The Board of Directors shall meet at least once a month from January through October and at such other times and intervals as they deem necessary.

Section 4. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary upon the request of two members of the Board.

Section 5. The Board of Directors shall cause the books of the Club to be subject to a special engagement of receipts and expenditures periodically by auditors selected by the Directors, who shall be neither Directors nor Officers of the Club and the report of the Auditors shall be available to the members at all times.

Section 6. In the event a question before the Board of Directors results in a tie vote which cannot be resolved, the question shall then be submitted to the membership for a decision.

Section 7. Nothing in these By-Laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Club without the specific approval of two-thirds of the membership as defined in Article VIII, Section 4, at a duly held meeting.

Section 8. If a member of the Board of Directors fails to attend three consecutive meetings without good cause, the Board position may be declared vacant by a two-thirds vote of the Board of Directors. Good cause may be found where business or illness prevents attendance or where notice of such meeting was not provided.

Section 9. Any member of the Board of Directors may be removed from office by a majority vote of the membership at a general meeting or a special meeting called in accordance with these By-Laws.

Article V

OFFICERS

Section 1. The officers of the Club shall be a President, a Vice President (Administration), a Vice President (Operations), a Secretary, a Treasurer and if deemed necessary by the Board of Directors, an Assistant Secretary and an Assistant Treasurer. The President, Vice Presidents, Secretary and Treasurer shall be elected annually by the Board of Directors from among its members and shall hold office until the end of the first meeting of the Board of Directors following the fall meeting of the Club. The Assistant Secretary and Assistant Treasurer shall be appointed by the Board of Directors and hold office at its pleasure.

Section 2. The President shall preside at meetings of the Club and the Board of Directors and shall be the administrative officer of the Club and shall have the general management and direction of the activities of the Club. The President shall appoint, subject to the confirmation of the Directors, all standing and operating committees, designating the Chairperson thereof and shall be, ex officio, a member of all committees.

Section 3. The Vice President (Administration) shall act for the President. Under the direction of the President, this officer will attend to the business and financial operations of the Club with the Chairperson of the Finance committee, and shall be, ex officio, a member of all committees.

Section 4. The Vice President (Operations), in the absence or disability of the President and Vice President (Administration) shall act for the President. Under the direction of the President, this officer will attend to the operation and maintenance of the physical plant and properties of the Club.

Section 5. The Secretary shall send out notices of the meetings of the Club and of the Board of Directors, keep the minutes and attend to the Club's correspondence. The Secretary shall perform such other duties pertaining to the office as may be requested by the Board of Directors.

Section 6. The Treasurer shall attend to keeping the accounts of the Club, collecting its revenues and paying its bills as approved by

the Board of Directors, or other agency authorized by the Board to incur them. The Treasurer shall deposit funds of the Club in such depository as may be authorized by the Board of Directors. The Treasurer shall perform such other duties pertaining to the office as may be requested by the Board.

Article VI

MEMBERSHIP

Section 1. Membership in this Club shall consist of the following categories:

- a) Family membership, which shall be for two adults and up to five children permanently residing in the same household;
- b) Two person family membership, which shall be for two members of a family permanently residing in the same household;
- c) Single membership, which shall be limited to individuals age 18 or over who would use the pool solely for themselves;
- d) Senior membership, which shall be limited to a two person family membership in which either member is age 60 or over;
- e) Single Senior membership, which shall be limited to individuals age 60 or older who would use the pool solely for themselves.
- f) Special limited memberships, which may include:
 - 1) Trial memberships, which shall be limited to one summer season and which shall require payment of an initiation fee plus annual dues.
 - 2) A one-time End of season membership, which shall be limited to August 1 and later, requires payment of an initiation fee and appropriate dues. The following pool season this membership must be converted to a trial or full membership. Upon conversion, no new initiation fee will be assessed, but appropriate fees will be charged in addition to annual dues.
- g) The Board may grant other types of memberships not defined herein on a case-by-case basis as and if the need arises.

Section 2. Members of the Club shall be required to supply to the Board the names, ages and relationship to bond holders of all people included in a membership prior to the opening of the season.

Section 3. Any member of the Club may withdraw at any time subject to the provisions of Article VII; there shall be no refund of the current year's dues.

Section 4. Any member of any category may, for cause and after having been given an opportunity for a hearing, be suspended for a period of not more than three months by a two-thirds vote of the Board of Directors present at any meeting thereof, or expelled by a three-fourths vote of the entire membership of the Board. Cause for suspensions or expulsion shall, in general, consist of violations of these By-Laws or of the rules of the Club, or of conduct unbecoming a lady or a gentleman.

Section 5. Miscellaneous.

- a) All categories of members of the Club shall be accorded 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 for a period not to exceed one season.
- c) The Board of Directors shall be rule fix the terms and conditions upon which guests of members may use the Club's facilities.
- d) Any property of the Club broken or damaged by a member of any category or that person's guest, shall be promptly paid for by such member. No person shall take any article belonging to the Club.
- e) The Club assumes no responsibility, and members of any category or their guests can have no claim against the Club, for the property of members of any category, or any guest, which may be brought into or left in the Club buildings, or on the grounds.
- f) The Club assumes no responsibility, and members of any category or their guests, can have no claim against the Club for

any accident or injury to any person or their property.

Section 6. The number of memberships of the Club shall be established at 300, but in the discretion of the Board of Directors, this number may be decreased.

Article VII

DUES AND FEES

Section 1. Dues.

- a) The Board of Directors at the spring meeting shall submit for the approval of the members the budget for the ensuing year.
- b) Dues shall be sufficient to provide for the necessary expenses of the Club and the proper maintenance and improvement of its property.
- c) No dues nor part thereof shall be refunded in the event that pool operations are required to be suspended for any period.
- d) Any member wishing to withdraw from the Club must do so, in writing, prior to May 1, or be liable for the current year's dues. No refund of current year's dues will be permitted under any circumstances.
- e) Dues for a two person family will be discounted by 15 percent. Dues for a Single membership will be discounted by 30 percent. Dues for a senior membership will be discounted by 20 percent. Dues for a single senior membership will be discounted by 35 percent. Dues for an end-of-season membership will be discounted by 65 percent.
- f) Any member failing to pay dues or fees by May 20, shall be notified that, if such dues and fees are not paid within fifteen days of the notice, the member may be suspended by the Board of Directors. Any person thus suspended shall immediately be notified in writing of the suspension. If the indebtedness shall not be paid within fifteen days after sending of such notice, the membership shall be terminated. The Directors, at their discretion, may reinstate any member upon request and repayment of all indebtedness to the Club.

- g) Use of the pool is prohibited to members whose dues and fees are not paid.
- h) Upon written request received no later than May 1, the Board may approve a leave of absence for dues payment but only for extenuating circumstances in which all of the membership unit will be unable to use the pool for the entire season. A fee of \$80.00 will be assessed to assure membership for the next year.

Section 2. Bonds.

- a) For the purpose of providing a sufficiency of the necessary funds to purchase land and build the facilities of the Club, each of the 300 members accepted into membership shall be required to purchase or arrange for the purchase (as provided below) of a bond. The amount of this bond, not including any applicable tax, shall be determined by the Board of Directors with the approval of a majority vote at a General Meeting. However, in no instance will the amount of a bond already purchased or being purchased in installments be changed. Any State or Federal taxes on fees and memberships shall be paid by members.
- b) Bonds may be paid in installments upon request to and approval by the Board of Directors and upon such terms and conditions as the Board may require. However, such installment arrangements may not exceed three years and must provide for the payment of at least one-third of the bond each year prior to the beginning of the pool season. In no event shall a bond be issued until payment has been made in full, nor shall any rights to payment be provided until payment has been made in full.

Section 3. Bond transferability, redemption and assumption.

- a) Bonds are not transferable and shall contain an appropriate notation to that effect.
- b) Except for payment as noted below, each bond shall become null and void upon the date that the holder ceases to be a member for any cause. The time and manner in which the holder shall be paid

the value of the bond, subject to the provisions of Section 6 as follows, shall be determined by the Board of Directors. Each bond shall be redeemed in the chronological order in which the member resigned.

- c) If any resigned bond member presents an acceptable prospective member who becomes a bond holding member of the Club, such resigned member may have the bond redeemed as soon as full payment is received from the new member.
- d) Prior to assumption of a bond, the Treasurer must certify that the seller is in good financial standing with the Club. All assumptions of bonds in good standing must be approved by the Board prior to the transaction. The person assuming the bond is responsible for any difference between the value of the returned bond and the value of the newly assumed bond. The Board reserves the right to waive this difference under special circumstances.

Section 5. Dissolution of Club.

In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Club, bonds shall be a lien upon the proceeds of the sale of the property of the Club after the payment of all its just debts and obligations to the extent of the value of the bonds as fixed by the Board of Directors, subject to the pay-off of all debts, dues and obligations owed by the holder of the bond. After payment of all bonds outstanding upon the effective date of the dissolution of the Club, the surplus remaining shall be paid and distributed pro-rata among the active, full membership of the Club.

Section 5. Fees

- a) There shall be a one-time initiation fee, the amount of which shall be determined by the Board of Directors with the approval of a majority vote of the members entitled to vote at a general membership meeting. Any former member who no longer owns a bond who left the Club in good standing and again becomes

a member shall not pay a new initiation fee.

- b) The Board of Directors may determine an annual pool maintenance fee which shall be paid in addition to the annual dues or by working a specified number of hours on preseason maintenance or other services as approved by the Board.

Section 6. Upon cessation of membership for any cause, all indebtedness owing to the Club by the bond holder shall be a lien upon and charged against his bond, and the bond may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the Bond, it may be cancelled on the books of the Club. Every bond 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. Any indebtedness to the Club, including dues, shall be a lien against the redemption value of the membership bond.

Section 8. All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State and other Governmental bodies and agencies.

Article VIII

MEETINGS

Section 1. There shall be at least two meetings per year for the general membership of the Club.

- a) A spring meeting of the Club shall be such place and time as the Board of Directors may determine.
- b) The spring meeting shall be for the purpose of presenting committee reports, approving the budget and for the transaction of such other business as may be indicated in the notice or may be brought before the Board.

- c) A fall meeting shall be held at such place and time as the Board of Directors may determine.
- d) The fall meeting shall be for the purpose of electing Directors, presenting committee reports and for the transaction of such other business as may be indicated in the notice or may be brought before the board.

Section 2. Special meetings

- a) Special meetings of the Club may be called by the Board of Directors.
- b) Upon the written request of ten bond holding members in good standing to the Secretary, stating the purpose of such a meeting, a Special meeting may be called by the Secretary within thirty days, subject to the approval of the Board of Directors.
- c) Upon written request of fifty bond holding members in good standing to the Secretary, stating the purpose of such a meeting, a Special meeting shall be called by the Secretary within thirty days.
- d) Special meetings of the Club may be held on seven days notice by mail or e-mail to all members. The notice shall state the purpose for which the Special meeting is called, and no other business shall be transacted.

Section 3. Notice of General meetings shall be given by mail or e-mail to all the members at least seven days in advance.

- a) The notice for the spring meeting shall include the proposed amount of the annual dues.
- b) The notice for the fall meeting shall include the names of candidates nominated by the nominating committee.

Section 4. Members who have paid one third of the full price of a bond and are in good standing shall be entitled to vote at the meetings of the Club. Each bond is entitled to one vote. Any voting member who is unable to attend the election of Directors may cast an absentee ballot prior to the election. Voting may be by voice, but ten members in attendance shall have the right to demand voting by ballot.

Section 5. Twenty percent of the bond holders present in person shall constitute a quorum at all Club meetings.

Section 6. Whenever in these By-Laws notice to members is required, the postal mailing or e-mailing of such notice to the last known address of the members shall constitute notice.

Article IX

NOMINATIONS

Section 1. At a regular meeting of the Board of Directors prior to the election of members, there shall be appointed a nominating committee of at least five members of the Club, one of whom being a member of the Board. The nominating committee shall select a complete list of candidates, whose names shall be posted seven days prior to the election of Board members.

Section 2. Further nominations may be made from the floor at the General meeting. Any candidate nominated from the floor shall be present or shall have signified an intention to accept the nomination.

Article X

COMMITTEES

Section 1. General

A The standing committees of the Club shall be: Pool and Grounds, Social Activities, Membership, Marketing, Finance, Swim and Dive Activities and Bonds.

- a) The duties and powers assigned in these By-Laws to the standing committees shall be subject to the authority of the Board of Directors.
- b) The Board of Directors shall create and establish additional committees as necessary for the proper operation of the Club.

Section 2. The Pool and Grounds committee shall exercise supervision over the pool and grounds; shall attend to the maintenance of the pool, buildings, and operating equipment and grounds.

Section 3. The Social Activities committee shall schedule social activities of the Club, as well as plan and supervise any special events.

Section 4. The Membership committee shall recruit members, accept applications for membership, and make membership reports to the Board of Directors.

Section 5.

The Marketing committee shall promote and publicize the pool, and assist the Membership committee in recruiting new members.

Section 6.

The Finance committee will develop and schedule fundraising events in order to maintain the financial stability of the Club.

Section 7.

The Swim and Dive Activities committee shall attend to the business and functions of the swim and dive teams.

Section 8.

The Bonds committee shall monitor and undertake the issuance and redemption of bonds.

Article XI

COMMUNICATIONS

Section 1. Communications to members will be via e-mail, unless a member specifically opts out in writing. Those who opt out will be contacted via first class US Postal mail. US Postal mail will be limited to meeting notices and dues notices. Annual Dues notices will continue to be sent by US Postal mail.

Article XII

MISCELLANEOUS

Section 1. Each person who acts as a Director or officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred in conjunction with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director or Officer of the Club, except in relation to matters where adjudged to be in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid

for the Club in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of duties.

Section 2. Any question as to the meaning or proper intention of any provision of these By-Laws shall be determined by the Board of Directors.

Section 3. Whenever mention is made herein to age of members, it shall be the age attained as of January 1 of the current year.

Section 4. These By-Laws may be amended by a two-thirds vote of the members entitled to vote as provided in Article VIII, Section 4, present at any meeting of the Club provided at least seven days prior notice of such amendment has been given by mail or e-mail to each member by the Board of Directors.