

**Amended and Restated By-Laws
of
Waugh Chapel Swim Club, Inc.
As Amended and Restated
May 1, 2018**

SECTION I - NAME

These By-Laws are drawn pursuant to the Articles of Incorporation of Waugh Chapel Swim Club, Inc., a Non-stock Corporation organized under the laws of the State of Maryland (the "Corporation").

SECTION II - PURPOSE

The purpose of the Corporation is as set forth in the said Articles of Incorporation.

SECTION III - BOARD OF DIRECTORS

A. Duties and Powers

Subject to the provisions of the laws of the State of Maryland and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may adopt rules for the management and operation of the Corporation.

B. Composition

The Board of Directors shall be composed of twelve (12) permanent members of Waugh Chapel Swim Club. Nine (9) Directors shall be elected by the permanent membership and three (3) Directors shall be appointed by the Board of Directors.

C. Elections

Elections shall be held by the permanent membership at the Annual Meeting.

1. Nomination -

A. The Board of Directors shall make the list of nominees and their qualifications available to the permanent members for inspection by posting in a conspicuous location within the offices of the Waugh Chapel Swim Club and by posting online on the Waugh Chapel Swim Club website at least seven (7) days prior to the Annual Meeting.

B. If no member is nominated for a particular vacant position within seven (7) days of the Annual Meeting, then eligible members may be nominated for vacant positions by live motion of at least two (2) other members present at the Annual Meeting. Nominees proposed at the Annual Meeting by live motion shall be voted upon by ballot at the Annual Meeting.

C. Members may alternatively submit write-in candidates for

vacant positions at the Annual Meeting. To be elected, the candidate must receive no less than twenty-five percent (25%) of the vote of the eligible members present and voting at the Annual Meeting and receive the highest number of votes.

- D. In the event that no members are nominated for a vacant position within seven (7) days of the Annual Meeting, and no member is nominated at the Annual Meeting by proposal of two (2) members present at the Annual Meeting or as a write-in candidate, then the Board of Directors shall form an ad-hoc committee to appoint acceptable candidates, to be voted upon and approved by a simple majority of the Board of Directors at the next Board of Directors meeting.
 - E. The candidates receiving the highest number of votes shall be elected to serve on the Board for the next term starting October 1.
2. Voting –
- A. Nominees for directorship shall be elected by the permanent membership at the Annual Meeting. Voting for the election of the directors shall be by written ballot. Each Family with an active permanent membership in good standing, as validated by a current WCSC ID, in attendance at the Annual Meeting, will receive one ballot.
 - B. In the event a permanent member in good standing is unable to attend the election meeting, an absentee ballot may be obtained in advance from the secretary. Absentee ballots must be post marked five (5) calendar days prior to the date of the Annual Meeting. All such absentee ballots must be completed, received, and validated by the secretary.
 - C. Ballots shall be cast in secret except for the absentee ballots.
 - D. Election results will be announced not later than thirty (30) days following the Annual Meeting.

D. Term of Office

Each elected Director shall serve a term of two (2) years. In order to maintain continuity, four (4) Directors; President, Membership, Swim Representative and Facilities One are elected to a full-term in even years and five (5) Directors; Vice-President, Socials, Dive Representative, Facilities Two and Communications are elected to a full-term in odd years. Newly elected Directors shall take office on October 1st following the elections.

E. Compensation; Privileges

All board members shall have their yearly dues/maintenance fees waived for the duration of their term as a board member. Individual board members may elect in writing not to waive their payment of dues/maintenance fee.

F. Meeting

The Board of Directors shall meet as follows:

1. Monthly Meetings – A regular meeting will be held each month for the Board of Directors. Such meeting will be scheduled at least one month in advance.
2. Special Board of Directors Meetings – Meetings may be called by the President or upon request of three (3) other Directors. All members of the Board of Directors must be notified of all such meetings. Five (5) Directors shall constitute a quorum at any meeting of the Board. At any meeting of the Board at which a quorum is present, the act of the majority of then present Directors shall be the act of the Board of the Corporation.
3. To the fullest extent permitted by the Corporations and Associations Article of the Annotated Code of Maryland, Board of Director meetings hereunder shall be limited in attendance to Directors and their invitees.

G. Performance Requirements

1. All board members are to follow the Waugh Chapel Swim Club handbook for their elected or appointed position.
2. All board members are required to follow and sign an annual ethics statement.
3. Meetings – Any board member missing two (2) out of three consecutive monthly meeting without sufficient cause will be subject to removal from the Board of Directors.

H. Resignation and Removal

1. Any Director may resign at any time and such resignation shall become effective upon receipt of written notice by the President. Yearly dues/maintenance fees will be prorated upon resignation.
2. A petition of at least twenty-five (25%) percent of the permanent membership of record as of the last held Annual Meeting, submitted in writing to the Board of Directors shall be required to request removal of a Director. Such petitions, in addition to being duly executed, shall recite the name, address, and member number of the member signing for the purposes detailed therein. For the purposes of this Section III(H), a petition in conformance herewith shall be tallied using only one permanent member's signature per family of such permanent members. Further, only voting-eligible members in good standing shall be tallied for purposes of resignation and removal petitions. All such petitions and accompanying signatures are subject to verification by the Board of Directors within forty-five (45) days following receipt of a petition in conformance herewith by the Board. A vote by a quorum of the members present at the next duly held Annual Meeting shall be conducted to determine removal of said Director. A quorum of two hundred (200) members in good standing is

required to conduct a removal vote. A two-thirds (2/3) vote of the quorum shall be required to remove said Director.

3. A Director may be removed for failure to comply with performance requirements by a two-thirds (2/3) vote of the remaining Board of Directors.

I. Vacancy

At the next regular meeting of the Board of Directors, following receipt of the resignation or removal of a board member:

1. The President shall appoint an ad-hoc search committee to seek out nominations to fill the vacancy.
2. The ad-hoc search committee shall make its recommendations to the Board of Directors. The Board of Directors will elect the replacement.
3. It shall require an affirmative vote of at least six (6) voting members for the board to elect a replacement to fill a vacancy.
4. The newly elected Director shall serve out the remainder of the term on the Board of Directors.
5. In the event the Board of Directors is comprised of less than six (6) voting members, the vacancies shall be filled at a special election meeting of the permanent members using the same voting procedures as used at the Annual Meeting.

SECTION IV – OFFICERS

A. Election and Term

1. There shall be a Secretary, Member-at-Large, and Treasurer elected at the first monthly meeting of the Board of Directors following the Annual Meeting.
2. These officers shall be elected by a majority vote of the Board of Directors present at the meeting.
3. The term of office for Secretary, Member-at-Large, and Treasurer shall be one year.

B. President

Presidential duties and authorities shall include:

1. Serve as Chief Administrative Office of Corporation.
2. Preside at all Board of Directors, General Membership, and Annual Membership meetings.
3. Designate all committee chairpersons and appoint any special committees.
4. Sign all documents as directed by the Board.
5. Maintain or designate a representative to maintain or liaison with any contracted services.
6. Serve as the Chairperson of the Management Committee and member Ex-Officio of all committees.

7. Spend appropriated funds within the proper budget category.
8. Make emergency changes to the rules.
9. Make a part of the permanent record of the club, as soon as possible after the fact, any action taken under Presidential authorization.

C. Vice-President

Vice-Presidential duties and authorities shall include:

1. Shall serve as president and have all Presidential duties and authorizations in the absence of the President.
2. Shall execute such duties as determined by the President and/or Board of Directors.
3. Shall serve as a member of the Management Committee and member Ex-Officio of all committees.
4. Serve as liaison between WCSC, Inc. and all insurance companies and their holding policies covering WCSC, Inc.

D. All other Board positions are described in the Waugh Chapel Swim Club handbook.

E. Vacancies

1. President – In the event the President’s position becomes vacant, the Vice-President assumes the position of President and the Vice-President’s position becomes vacant.
2. Vice-President – In the event the Vice-President’s position becomes vacant, the Board of Directors shall elect a new Vice-President. The new Vice-President shall be elected from the existing Board of Directors at its next monthly meeting.
3. Secretary or Treasurer or Member-at-Large - In the event the Secretary, Treasurer or Member-at-Large position becomes vacant, the Board of Directors, by majority vote, shall elect a new Secretary, Treasurer or Member-at-Large.

SECTION V – POLICIES AND PROCEDURES

See Waugh Chapel Swim Club Handbook

SECTION VI – MEMBERSHIP MEETINGS

A. Annual Meeting

1. The Annual meeting shall be held in August of the calendar year at such date, time, and place as designated by the Board of Directors (weather permitting).
2. The President may give a report of the corporate activities for the past year.
3. The Board of Directors shall make the date, time, and place of the Annual Meeting available to the permanent members by posting in a conspicuous location within the offices of the Waugh Chapel

Swim Club and on the Waugh Chapel Swim Club website at least fifteen (15) days prior to the Annual Meeting.

B. General Special Meeting

1. The Board of Directors may call an additional meeting in its reasonable discretion, and such meeting shall be a General Special Meeting.
2. The Board of Directors shall make date, time, and place of the General Special Meeting available to the permanent members by posting in a conspicuous location within the offices of the Waugh Chapel Swim Club at least seven (7) days prior to the General Special Meeting.

C. Resolutions

1. Resolutions of the permanent membership may be introduced and voted upon at the Annual Meeting or at a General Special Meeting.
2. A majority vote (tallied using one vote per permanent membership in good standing) shall be required to pass a resolution. Quorum to conduct a vote at a General Special Meeting shall be one hundred fifty (150) permanent members in good standing.

SECTION VII – MEMBERSHIP

A. Definitions

1. Permanent membership shall take the meaning set forth as defined in the Waugh Chapel Swim Club handbook. No family/household may own more than one permanent membership. In addition, no membership can be owned by a business or commercial entity.
2. An annual membership as defined in the Waugh Chapel Swim Club handbook.
3. Temporary membership shall take the meaning set forth in the Waugh Chapel Swim Club handbook.

B. Number of Memberships

1. There will be a limit of seven hundred (700) memberships in good standing, with not more than five hundred fifty (550) being permanent membership.
2. The limit on the number of Annual Memberships shall be set each year by the Board of Directors.

C. Dues/Fees

1. The Board of Directors on an annual basis shall establish annual maintenance fees for all membership classes. A year-to-year change of more than 10% total annual dues must be approved by a majority vote of the permanent members in good standings.

2. Procedures for the payment of all annual dues and fees are defined in the Waugh Chapel Swim Club handbook.
3. Any secondary assessment deemed necessary by the Board of Directors must be approved by a majority vote of the permanent membership.

D. Privileges of Membership

Privileges of membership are defined in the Waugh Chapel Swim Club handbook.

E. Membership Status

Change in membership status to include sale, transfer, and termination defined in the Waugh Chapel Swim Club handbook.

SECTION VIII – ASSETS, FINANCE RULES, AND AUDIT COMMITTEE

A. No real estate property of the corporation may be sold or transferred unless approved by a two-thirds (2/3) vote of the permanent membership in good standings.

B. Any capital expenditure, excluding maintenance, over 1/3 of the total collected annual maintenance fee from all classes shall require approval by a majority of the permanent members in good standings.

C. All checks, drafts, and orders or payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by Resolution of the Board of Directors, be signed by the Treasurer and countersigned by any Director duly authorized as a signatory on the account in question. Reimbursement to Board or pool members who use personal funds to pay for authorized pool expenses may only be made by check upon presentation of appropriate, auditable documentation of expense.

D. On-line payments may be authorized for only the following regular, recurring bills: utilities (water/sewer, electric); phone, including wireless network charges; pool management services; waste services. On-line payments may not be set for “auto-pay.” For any account used to conduct on-line payments, in addition to the Treasurer, at least one other member of the Board must have view/review access on-line.

E. The Board may authorize the use of charge cards (debit/credit) for the purchase of pool expenses, provided that adequate control measures as to time and manner of use are implemented. The amount authorized for expenditure on each distributed card is to be duly authorized by vote of the Board annually and noted in the minutes. The use of such cards does not relieve the user from providing appropriate, auditable documentation of each expense.

F. AUDIT COMMITTEE. There is created a standing Audit Committee whose responsibility is to conduct an annual audit of the previous calendar year's financial transactions for compliance with the terms of this section and present an annual report to the membership as to their findings. The annual report should be made available to the membership not later than April 30 of each year. The Audit Committee must audit a minimum of ten percent (10%) of financial transactions, randomized by type of transaction across the calendar year. The Audit Committee shall have full access to all of the Corporation's financial records necessary to perform this responsibility. The Audit Committee shall be composed of three members: one member of the Board of Directors; and two pool members with experience in financial matters (for example, accounting or investigations) that are not on the Board of Directors. The members are selected as follows:

1. The Chairman of the Audit Committee will be a pool member (not on the Board of Directors) selected by the President in the year that the President's two-year term ends. Such selection will be made at or by the last meeting of the President's term, normally the September Board meeting. The Chairman will serve a two-year term beginning on the first day of the next calendar year.
2. The Independent Member of the Audit Committee will be a pool member (not on the Board of Directors) selected by the Vice-President in the year that the Vice-President's two-year term ends. Such selection will be made at or by the last meeting of the Vice-President's term, normally the September Board meeting. The independent member will serve a two-year term beginning on the first day of the next calendar year.
3. The Board Member serving on the Audit Committee will be chosen annually by vote of the Board of Directors at the October Board meeting to serve the following year. The Board Member will serve a one-year term on the Audit Committee beginning on the first day of the next calendar year.
4. First-year implementation. As the year of implementation is the year of an election for President, the Chairman will be selected as described in subparagraph 1, above. The independent member will be selected by the current Vice-President in September of the year enacted and will serve a one-year term, though the independent member may then be re-appointed at the regular time for Vice-Presidential selection in the year following the year this provision is enacted.

For each year they serve on the Audit Committee, the Chairman and Independent Member will only be required to pay one half the amount of the yearly maintenance fee.

SECTION IX – MAINTENANCE OF CORPORATE RECORDS.

- A. The Corporation shall keep and maintain for review by permanent members upon written request therefor:
 1. A copy of the Corporation's Articles of Incorporation and Bylaws;

2. A financial report to include an annual budget, monthly profit and loss statement, and simple balance sheet;
3. Minutes of all meetings of the Board and committees of the Board held within the previous twelve (12) months from the date of the request, subject to the limitation that any hardship or disciplinary reports contained therein may be redacted and shall not be subject to inspection hereunder by the permanent members; and
4. Copies of all correspondence and filings with the IRS and the State of Maryland for a period of three (3) years preceding the date of the request.

Permanent members must request to inspect the aforesaid documents in writing to the Board of Directors. The Board of Directors shall have forty-five (45) days following receipt of said request to reply to the permanent member. The above-mentioned documents shall be made available to the permanent membership by electronic copy or for physical review in the manner and forum in which the said documents are maintained in the ordinary course of Corporation business, as determined on a case-by-case basis in the reasonable discretion of the Board of Directors. In the event such costs apply, the member shall be responsible for the reasonable administrative costs of document production. A permanent member shall be limited to one (1) request for inspection of corporate documents per calendar year.

SECTION X – AMENDMENTS PROCEDURE OF THE BY-LAWS

- A. Amendments to these By-Laws shall be adopted by an affirmative vote of two-thirds (2/3) of the Board of Directors at a duly held meeting of the Board of Directors. Any such amendments shall become effective immediately upon approval by the Board of Directors. Such amendments shall be made available to the permanent membership within thirty (30) days following Board of Directors approval.
- B. No amendment shall be made to the By-Laws that would otherwise constitute a violation of Anne Arundel County Code, Maryland State Law or any agreement with the current Waugh Chapel Swim Club, Inc. Insurance carrier.

SECTION XI – INDEMNIFICATION.

A. Definitions. As used in this Article XI, any word or words that are defined in section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the “Indemnification Section”) shall have the same meaning as provided in this section.

B. Indemnification of the Directors and Officers. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

C. Indemnification of Employees and Agents. With respect to an employee or agent, other than a director or officer of the Corporation, the Corporation may, as determined by the Board in its reasonable discretion, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

SECTION XII – PARLIAMENTARY AUTHORITY

A. The rules contained in the current edition of Roberts Rules of Order, as amended from time to time, shall govern the proceedings of the Corporation in all instances in which they are applicable thereto, but only the event they are not inconsistent with these By-Laws and any special rules of order which the Corporation has or may from time to time adopt.

B. The Parliamentarian (Section V1, B, 1) shall act as authority with respect to interpretation of the meanings of certain terms used in these By-Laws in the event a dispute arises as the specific meaning of any section or rule.

SECTION XIII – CONFLICT; SEVERABILITY.

If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.