

**Amended and Restated By-Laws
of
Waugh Chapel Swim Club, Inc.
As Amended and Restated
July 1, 2019**

ARTICLE 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").

ARTICLE II - PURPOSE

The purpose for which this Corporation is formed is to acquire, operate, and maintain a swimming pool, tennis courts, and other recreational facilities for use of the members of the corporation, their families, and guests. Waugh Chapel Swim Club (WCSC) is not organized for business purposes nor pecuniary profit, and no part of the net earnings thereof shall inure to the benefit of any member or individual, but shall inure exclusively to the benefit of the club.

ARTICLE 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 By-Laws, 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 (BOD) shall be composed of twelve (12) permanent, voting members of Waugh Chapel Swim Club, as described in Article IV. Eleven (11) Directors shall be elected by the permanent membership and one (1) Director shall be appointed by the Board of Directors. The appointed Treasurer will be a non-voting Director. Only one (1) person per membership family shall hold a position on the BOD at any given time.

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 fourteen (14) days prior to the Annual Meeting.

- b. If no member is nominated for a particular vacant position within fourteen (14) 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 fourteen (14) 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 usually be announced at the Annual Meeting, immediately following completion of voting, but in any event 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, five (5) Directors; President, Membership, Swim Representative, Facilities One and Member-at-Large are elected to a full-term in even years and six (6) Directors; Vice-President, Socials, Dive Representative, Facilities Two, Communications and Secretary 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 Directors shall have their yearly dues/maintenance fees waived for the duration of their term as a board member. Individual Directors may elect in writing not to waive their payment of dues/maintenance fee. In the event a Director resigns or is removed for any reason, their membership fees may be prorated for the remainder of the pool season. The BOD shall set the compensation for the Treasurer annually.

F. Meetings

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. Seven (7) 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 Directors are to follow the requirements of Article IV for their elected or appointed position.
2. All Directors are required to follow and sign an annual ethics statement.
3. Meetings – Any Director 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. Vacancies

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.
6. 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.
7. 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.
8. 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.

ARTICLE IV – OFFICERS

A. Election and Term

1. The Treasurer shall be appointed by the Board of Directors at the October Board meeting every other year.

2. This officer shall be elected by a majority vote of the Board of Directors present at the meeting.
3. The term of office for Treasurer shall be two years.

B. President

Presidential duties and authorities shall include:

1. Serve as Chief Executive Officer of the Corporation
2. Serve as Chief Administrative Officer of the Corporation.
3. Preside at all Board of Directors, General Membership, and Annual Membership meetings.
4. Designate all committee chairpersons and appoint any special committees.
5. Sign all contracts and similar documents as directed by the Board.
6. Maintain or designate a representative to maintain or liaison with any contracted services.
7. Oversee work of pool management company and lifeguards.
8. Spend appropriated funds within the proper budget category.
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.
4. Serve as liaison between WCSC, Inc. and all insurance companies and their holding policies covering WCSC, Inc.
5. Assists President with oversight of pool management company and lifeguards.

D. Treasurer

Treasurer duties and authorities shall include:

1. Serve as primary contact with the bank regarding accounts, loans, lines of credit, and other matters.
2. Conduct routine financial transactions necessary for the continuing operation of the corporation.
3. Serve as primary contact with accountant to ensure all Federal and State filings are conducted in a timely manner.
4. Work with the BOD to formulate the annual budget and present a draft budget for approval by the BOD in January of each year.
5. Prepare a monthly Treasurer Report package to be reviewed by the BOD. Treasurer Report package includes: Treasurer Report, bank statements, reconciliation reports, balance sheet, and updated Profit & Loss Statement with actuals. Treasurer Report will be signed by President or Vice President.

6. Reconcile all bank accounts monthly.
7. Maintain custody of the WCSC check book, and prepare all checks for signature, as needed.
8. Provide cash count and safe deposit training to all employees. Coordinate cash counts on an as needed basis, usually once per week. Cash counts will be performed by the Treasurer and another member of the BOD. Cash count sheets will be signed by both counters and filed with the coordinating bank deposit slip.
9. Deposit all funds received during the pool season in the WCSC operating account.
10. Prepare bi-weekly payroll for all pool employees.
11. Record all transactions in the WCSC financial software.
12. Prepare monthly sales tax return and quarterly payroll tax deposits.
13. Maintain custody of all funds, securities, valuable papers, and other assets of the corporation, subject to such limitations and contract as may be imposed by the BOD.

E. Membership Director

Membership Director duties and authorities shall include:

1. Follow the By-Laws when dealing with membership issues.
2. Send notifications for annual maintenance fees to all members.
3. Receive all mail correspondence pertaining to membership and process all requests as appropriate.
4. Maintain membership records up-to-date.
5. Work with the Treasurer to deposit all payments regarding membership.
6. Send proper notifications to members of forfeitures per the By-Laws.
7. Check the membership email inbox and respond to membership inquiries.
8. Work with the Communications Director to ensure the WCSC website is current and up-to-date with membership information.
9. Maintain the WCSC membership wait list.

F. Communications Director

Communications Director duties and authorities shall include:

1. Work closely with the BOD to ensure there are proper communications between the BOD and membership including, but not limited to, maintaining the WCSC website, updating marquee weekly, posting signage in the front entrance of the pool and sending electronic and USPS mail.
2. Maintain WCSC social media accounts.
3. Act as liaison between the WCSC internet host and phone service provider.

G. Swim Team Director

Swim Team Director duties and authorities shall include:

1. Serve as the representative of the WCSC Corporation in charge of all swim team activities, including service as WCSC representative to associated swim league.
2. Determine the swim team budget, with Board approval.
3. Advocate for the swim team by making the Board aware of improvements needed or desired.
4. Work jointly with the President and Vice-President to present to the BOD recommendations on all aspects (hiring, firing, discipline) of employment of swim team coaches.
5. Communicate and liaise between the swim team coaches, parents, pool members, and the Board.
6. Communicate all hours that the pool needs to be available for swim team activities with the Board and membership.

H. Dive Team Director

Dive Team Director duties and authorities shall include:

1. Serve as the representative of the WCSC Corporation in charge of all dive team activities, including service as WCSC representative to associated dive league.
2. Determine the dive team budget, with Board approval.
3. Advocate for the dive team by making the Board aware of improvements needed or desired.
4. Work jointly with the President and Vice-President to present to the BOD recommendations on all aspects (hiring, firing, discipline) of employment of dive team coaches.
5. Communicate and liaise between the dive team coaches, parents, pool members, and the Board.
6. Communicate all hours that the pool needs to be available for dive team activities with the Board and membership.

I. Facilities Director(s)

Facilities Director(s) duties and authorities shall include:

1. Responsible for coordinating the opening and closing of the WCSC grounds, including fall and spring cleanup.
2. Research and make proposals to the BOD regarding repair, improvements, recommendations, and cleanup to facilities, equipment, and grounds as necessary.
3. Obtain bids on and/or arrange for repairs, improvements, and cleanup as necessary for the facility.
4. Coordinate and supervise all work being done by contractors at the facility.
5. Arrange for locks to be re-keyed on an as needed basis seasonally if determined necessary due to lost, stolen, or unaccountable keys from prior years.

6. Arrange for purchases of new furniture to replace worn and/or damaged items.
7. Create and submit annual budget proposal to the BOD.
8. Perform monthly safety checks/inspections of all equipment used by the membership. Inspection should include a visual assessment to ensure there are no malfunctioning or broken parts, sharp edges, loose fasteners, etc.

J. Socials Director

Socials Director duties and authorities shall include:

1. Initiate, plan, and schedule social activities for the WCSC for the purpose of family participation and social well-being.
2. Recruit volunteers to assist in social activities.
3. Responsible for maintaining and taking reservations for all guest parties (i.e. birthday, sports, adult, graduation, etc.).
4. Work closely with Communication director to ensure all activities are posted on the marquee and website.
5. Organize the membership and election dinner.
6. Create and submit annual budget proposal to the BOD.

K. Secretary

Secretary duties and authorities shall include:

1. Handle all WCSC mailings to the general membership.
2. Collect, log, scan and distribute, as appropriate, all pool mail in a timely manner.
3. Take meeting minutes at all meetings of the BOD and of the meetings of the membership of the Corporation.
4. Distribute minutes to all officers within two (2) weeks following a meeting.
5. Provide the President with a list of open issues, as needed.
6. Ensure the list of candidates for elected offices are members in good standing and shall insure that the names of the candidates are published with the annual meeting notice.

L. Member-At-Large

Member-At-Large duties and authorities shall include:

1. Oversee the running of the snack bar and the front desk, including the hiring of front desk and snack bar employees.
2. Coordinate with the Membership Board Director to ensure records are accurately kept on member's payments for dues.
3. Communicate with all staff hired for the front desk and snack bar during the pool season.

4. Responsible for purchasing and maintaining inventory of items sold in the snack bar.
5. Submit all expenditures for payment to the Treasurer.
6. Price all items to make a minimum profit within the budget constraints.
7. Create and submit annual budget proposal to the BOD.

M. Miscellaneous Provisions

1. In addition to the specific enumerated duties of officers as prescribed herein, any officer shall perform such other duties as customarily appertain to his office or as he may be directed to perform by resolution of the Board of Directors not inconsistent with these By-Laws or existing statutes.
2. When any officer is absent, disqualified, or otherwise unable to perform his duties of his office, the Board of Directors may designate another member of the Board to act temporarily in his place.
3. The BOD shall annually establish the Treasurer's salary through either approval of the budget or separate vote.

ARTICLE V – POLICIES AND PROCEDURES

See Waugh Chapel Swim Club Handbook

ARTICLE 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 thirty (30) 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.

ARTICLE VII – MEMBERSHIP

A. Types of Membership. The membership of WCSC consists of two types: Permanent and Annual.

1. **Permanent Membership:** A permanent member in good standing is a member who has purchased and paid for a membership certificate, as well as paid all dues for the current year. A permanent member is guaranteed membership as well as other privileges. No family/household may own more than one permanent membership. In addition, no membership can be owned by a business or commercial entity.
2. **Annual Membership:** An annual membership is offered to allow families new to the community exposure to the WCSC for one year before deciding to become permanent members. Permanent membership is not guaranteed after the expiration of the annual membership. Annual memberships are limited in number each season and are available for one season only, per household. Annual members have no voting privileges.
3. A membership shall be defined as a head of household and/or partner and his and/or her immediate family who **permanently** reside at the address registered on the membership. An immediate family unit is defined as:
 - a. All persons related by marriage or first-generation relatives (son, daughter, step child, etc.) and permanently reside at the same address as the member.
 - b. All persons related by marriage or first-generation relatives (son, daughter, step child, etc.) and permanently reside at the same address as the member.
 - c. All persons related by marriage or first-generation relatives who do not permanently reside at the same address as the member but the member shares joint/partial custody.
 - d. All persons that the member have legal custody/guardianship (proof of legal documents is required).
 - e. The following are NOT considered part of the immediate family/first generation:
 - i. Aunts, uncles, Sister in laws, Brother in laws, nieces, nephews.
 - ii. Relatives visiting for the summer.
 - iii. Renters or other occupants of household.
 - iv. Household employees.
 - v. Divorced spouses who do not reside in the member's house.

- f. Any exceptions or special cases should be directed to the Membership Director at least 30 days before the pool opening to be presented to the Board of Directors at the next scheduled meeting. All decisions by the Board of Directors will be final.

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 memberships.
2. The limit on the number of Annual Memberships shall be set each year by the BOD.
3. The club shall not be required to refund any dues or part thereof in the event that operations of the WCSC's facilities are suspended for any period, unless otherwise approved by the BOD.

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. For permanent members, the yearly maintenance fee is due on April 1 of each year. The BOD may establish a discount for early payment at a time of its choosing. Payments made after April 1 will be assessed a \$25 late fee. Payments received after May 1 shall be assessed a late fee of \$50.00. Payments received after May 15 shall be assessed a late fee of \$100.00. Memberships not paid by June 1 will be forfeited per section 3 below.
3. Forfeitures. Dues will be in arrears after the established due date, at which time the member will be notified by email. When the account reaches thirty (30) days in arrears, the member shall be notified by registered mail of possible forfeiture. If the account is not paid in full, including applicable late fees, by June 1, the membership will be forfeited back to the pool.
4. Any secondary assessment deemed necessary by the Board of Directors must be approved by a majority vote of the permanent membership.

D. Payment Procedures. Detailed procedures for payment of all annual dues and fees can be found on the WCSC website. A minimum handling fee of twenty-five (25) dollars will be charged for all returned checks (i.e. stop payment, insufficient funds, closed account, etc.). The BOD has the authority to temporarily defer the payment of annual dues, if the hardship appears to be one of temporary nature. Any membership having just cause to request deferment of payment of dues shall submit a request, in writing, to the BOD. If the BOD approves a temporary deferment, then the membership is considered delinquent and family members will not be

authorized to use the WCSC facilities until all fees are paid in full. No fees will be waived.

- E. Termination of Membership. The BOD has the authority to terminate any membership for failure to pay annual dues or for violation of the By-Laws, violation of the provisions of the Member Handbook or for any act of misconduct deemed to be detrimental to the best interest of the WCSC. The member shall not receive any compensation. The member will not be eligible to purchase a membership for one year from the date of termination.

- F. Membership Status. A permanent member may sell or transfer their membership at any time. The member must request the necessary transfer forms from the Membership director. The member must then submit all completed forms and certificate of membership to the Membership director for further processing. Additional information can be found on the WCSC website. Annual members may not sell or transfer their annual membership. Members are responsible for notifying the club in writing of changes in addresses and/or telephone numbers.

- G. Membership Responsibility and Rules Violations. Members shall be held responsible for the conduct of their children, dependents, and guests. If the misconduct of one of the aforementioned results in damages to club property, the owner or owners of the membership shall be liable for whatever damages were incurred. Misconduct that results in violation of the rules established in the By-Laws or Member Handbook will be subject to disciplinary action as follows:
 - 1. The Pool Management, any Board of Director, or lifeguard(s) may take any action involving suspension of privileges of seven (7) days or less.
 - 2. The Disciplinary Committee may take any action involving suspension of privileges up to thirty (30) days.
 - 3. The Board of Directors will be required to take any action involving suspension of privileges in excess of thirty (30) days.
 - 4. Any action taken under section G.1 or G.2 above may be appealed to the Board of Directors, whose decision is final.

ARTICLE 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.

ARTICLE 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 By-Laws;
 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, disciplinary reports, or closed sessions 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 President and Treasurer. 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.

ARTICLE 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.

ARTICLE 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.

ARTICLE 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.

ARTICLE 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.