

BYLAWS OF ROLAND PARK SWIMMING POOL, INC.

ARTICLE I – MEMBERSHIP

Section 1 – Purpose and Classes of Members

The purpose of this Corporation is to build and operate a swimming pool as an exclusive non-profit private club. There shall be two classes of members. The first class shall be known as “**Voting Members**” and the second class shall be known as “**Pool Members**”.

Section 2 – Voting Members

The Voting Members (the “**Voting Members**”) shall be those persons who from time to time constitute the Board of Directors of Roland Park Civic League, Inc., a Maryland non-stock, non-profit corporation and in them shall reside all of the rights, powers, duties, title, and control generally enjoyed by members of a non-stock corporation. Voting Members as such shall have no right to use the pool nor to enjoy the other privileges of club membership.

Section 3 – Pool Members

The Pool Members shall be those persons who are from time to time entitled to use the pool and to enjoy the other privileges of club membership. Pool Members as such shall have no right, title, or interest in the Corporation nor any right to attend or vote at Corporation meetings nor any power or control whatever in the Corporation’s affairs.

The Board of Directors of the Roland Park Swimming Pool, Inc. (hereinafter called “**Board**”), shall from time to time prescribe such qualifications, requirements, and conditions of pool membership as it may see fit, including denial or admission of membership, residence requirements, initiation fees, and dues; provided that the policy of priority between residents and non-residents of Roland Park shall be approved by the Voting Members and that non-residents of the State of Maryland shall not be eligible for pool membership. The Board shall have power to require, as a condition precedent to pool membership, that the applicant subscribe to or own a bond, debenture, note, or other obligation of the Corporation and prescribe the terms of such obligation; to levy assessments against the members; to require, except for debenture holders, that pool members residing in Roland Park also be members of the Roland Park Civic League and dues thereto be currently paid; and to prescribe the conditions under which a pool member may be suspended or expelled from membership.

The Board may delegate all or any of the powers above enumerated to a membership committee designated by the Board from its number and from such other persons as it may deem desirable.

ARTICLE II – MEETINGS OF VOTING MEMBERS

Section 1 – Annual Meetings

The annual meeting of the Voting Members shall be held between September 30 and December 31 at such time and place in the State of Maryland, or electronically in accordance with law, as the Board of Directors of the Roland Park Civic League, Inc. may determine, for the election of nine Directors of the Roland Park Swimming Pool, Inc., and the transaction of general business. All of the candidates and those elected must be pool members and at least five of those elected shall be residents of Roland Park who are also members of the Roland Park Civic League,

Inc. Such annual meetings shall be presided over by the President of the Roland Park Civic League, Inc., or such President's designate, and shall be open for transaction of any business within the powers of the Voting Members without special notice of such business, except where special notice is required by statute.

Section 2 – Special Meetings

Special meetings of the Voting Members may be called at any time and place within the State of Maryland, or to be held electronically in accordance with law, by the President, by a majority of the Board in writing, by Resolution of the Board at a Board meeting, by a majority of the Voting Members or in accordance with applicable provisions of law. No business other than as stated in the Notice shall be transacted at any special meeting, however called.

Section 3 – Notice of Meetings

Not fewer than ten (10) nor more than ninety (90) days before the date of every meeting of Voting Members, the Secretary shall give each Voting Member written or printed notice stating the time and place of meeting and, in the case of a special meeting, the purposes for which the meeting is called, either by delivering the notice to the Voting Member in person, or by leaving it at the Voting Member's residence or usual place of business. If mailed, such notice shall be deemed to have been given when deposited in the U.S. mail addressed to the Voting Member at the Voting Member's address as it appears on the records of the Corporation, or sent to the same electronic address used most typically by the board member. No notice of any meeting need be given to any Voting Member who attends in person or by proxy or who before or after the meeting executes a written waiver of notice.

Section 4 – Quorum

At any meeting of Voting Members, the presence, in person, of a majority of the voting membership shall constitute a quorum.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Election and Powers

The business and property of the Corporation, except as otherwise provided by statute, the charter, or these By-Laws, shall be conducted and managed by its Board who shall serve without compensation. There shall be nine (9) Directors, subject to increase or decrease as hereinafter provided. The Directors shall be elected at the annual meeting of Voting Members by majority vote of these present. Each Director shall hold office until his successor has been elected and qualified, or until such Director, dies, resigns, or is removed as hereinafter provided. The number of Directors may be increased or decreased by a majority of the Voting Members present at a meeting of Voting Members, provided that no Director's tenure of office shall be affected thereby. The Board shall keep Minutes of its meetings and a full account of its transactions.

Section 2 – Meetings

After the annual meeting of Voting Members, the Board thereat elected shall meet to organize and transact other business. It shall also hold regular meetings at such time and place as it may be resolution determine and special meetings upon call by the President of in his absence by the Vice President or by a majority of the Board.

Section 3 – Notice

Board members shall be given at least twenty-four (24) hours oral or written notice of each meeting (except the organization meeting following the annual meeting of the Voting Members), provided that no notice shall be required for adjourned meetings, and no notice need be given to any Director who is present at a meeting or executes a waiver of notice either before or after the meeting.

Section 4 – Quorum

A majority of the Board shall constitute a quorum, provided however that such majority includes three (3) members who are residents of Roland Park and members of the Roland Park Civic League, Inc.

Section 5 – Removal

At any special meeting called for the purpose, the Voting Members may remove any director from office with or without cause and another may be appointed to serve the remainder of his term.

Section 6 – Vacancies

If any Director shall die or resign, the Voting Members shall elect a successor to hold office for the unexpired portion of the term of the Director whose place shall so become vacant and until the successor of such Director shall have been duly chosen and qualified.

ARTICLE IV – OFFICERS

Section 1 – Execute Officers

The executive Officers of the Corporation shall be a President, a Vice President, a Secretary, an Assistant Secretary, a Treasurer, and such other officers as the Board may from time to time deem necessary or advisable. They shall be members of the Board and serve without compensation and shall be elected annually by the Board at its organization meeting following the annual meeting of Voting Members. Each officer shall hold office for one (1) year or until the successor of such officer is elected and qualified or until his death, resignation, or removal.

Section 2 – President

The President shall be Chief Executive Officer of the corporation. The President shall preside at meetings of the Board. The President shall have all powers ordinarily exercised by the president of a Maryland corporation, including authority to sign and acknowledge in the name of the Corporation all authorized deeds, leases, mortgages, bonds, debentures, notes, contracts, and other instruments. The President shall prepare annually a full state of the affairs of the Corporation including a Balance Sheet and Operating Statement which shall be submitted at the annual meeting of Voting Members and shall be filed thereafter at the principal office of the Corporation.

Section 3 – Vice President

The Vice President shall perform all the duties of the President in the absence of the President, and when so acting shall have all the powers of the President. The Vice President shall have such additional powers and duties as the Board may assign to the Vice President.

Section 4 – Secretary and Assistant Secretary

The Secretary shall keep the minutes of meetings of the Board and the Committees; shall see that all notices are duly given as provided by law or these By-Laws; shall be the custodian of the records and the corporate seal of the Corporation; shall affix the corporate seal to all documents authorized to be executed under seal and attest such documents; in general, and shall perform all duties ordinarily incident to the office of a Maryland secretary and such other duties as the Board or the President shall assign the Secretary. The Assistant Secretary shall assist the Secretary in the duties of the Secretary and at the direction of the Secretary; the Assistant Secretary shall have all of the powers of the Secretary hereinabove enumerated and shall perform such other duties as the Board or the President may assign the Secretary.

Section 5 – Treasurer

The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation and shall deposit in the name of the Corporation all moneys or other valuable effects in such banks or other depositories as the Board may select; the Treasurer shall render to the President and the Board, whenever requested, an account of the financial condition of the Corporation; and in general shall perform the duties ordinarily incident to the office of a Treasurer of a Maryland corporation and such other duties as Board or the President may assign to the Treasurer.

Section 6 – Funds

The Corporation is authorized to maintain one or more bank accounts. The Corporation shall make payments from the funds of the Corporation on deposit according to the check of the Corporation signed by any two (2) of the following officers: President, Vice President, Secretary or Treasurer, or by electronic payment policy which the Board approves by majority vote of the entire Board, except a disbursement authorization from an officer is necessary for non-payroll electronic fund transfer (“*EFT*”) transactions in excess of the amount the Board specifies by such majority vote and the initiator of an EFT transaction in such excess amount cannot authorize the transaction. All persons authorized to make payments from the funds of the Corporation shall be bonded in an amount the Board shall determine.

Section 7 – Officers Holding More Than One Office

The same person may hold two or more offices (except that of President and Vice President), but no officer shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 8 - Removal

The Board shall have the power at any regular or special meeting to remove any officer, with or without cause, and such action shall be conclusive on the officer removed.

Section 9 – Vacancies

The Board, at any regular or special meeting, shall have power to fill any vacancy occurring in the office for the unexpired portion of the term.

ARTICLE V – COMMITTEES

Section 1 – Pool Committee

The Board shall designate an operations Committee (whose members need not be members of the Board) to make and enforce rules and regulations governing the operation and use of the pool, subject to the Board's approval.

Section 2 – Other Committees

The Board shall have power to designate such other committees as it deems advisable, including the Membership Committee mentioned above, and to define their duties.

ARTICLE VI – AMENDMENTS

The Voting Members may amend these By-Laws, including this Article VI, at any regular meeting of the Voting Members, or at any special meeting of the Voting Members if the notice of such meeting sets forth a copy of the proposed Amendments.

ARTICLE VII – GENERAL

The word “include” or any derivative thereof shall mean “including, without limitation.”: The grammatical singular shall include the plural and vice versa.

May 3, 1962

Revised: December 7, 1973

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