

---

**ROCK SPRING SWIM CLUB, INC.**  
**BY-LAWS**

**ARTICLE I**  
**IDENTIFICATION**

The name of the organization shall be Rock Spring Swim Club Incorporated. Hereafter, it shall be referred to as "the Club".

The Club is a tax-exempt corporation under the laws of the State of Maryland and the United States of America as defined under the codes of the Internal Revenue Service, as amended.

**ARTICLE II**  
**PURPOSE**

The Club is established to provide activities associated with the operation and maintenance of swimming, tennis, and other recreational facilities for the benefit of the members of the Club. The Club may provide instructions for such activities as related to the use of its facilities. The Club has the right to perform any function permitted in the Corporations and Associations Article of the Annotated Code of Maryland.

**ARTICLE III**  
**MEMBERS**

The Club has specified classes of membership. The definition and terms of Membership shall be as published in the Operating Rules. Requests for consideration of special circumstances may be submitted in writing to the Board of Directors.

**The number of memberships to the Club shall be limited to 475.** The Board of Directors may authorize any increases or decreases in the number of Club members; any such change to be documented as an addendum to these by-laws.

**ARTICLE IV**  
**USE OF CLUB FACILITIES BY NON-MEMBERS**

The Board of Directors, by majority vote, has the authority to extend the use of Club facilities to any person or persons if such use does not interfere with the use of the Club facilities by Club members.

Outside Clubs and organizations may apply to use the Club facilities. All requests must be presented in writing for approval by the Board of Directors to use the Club facilities. Those Clubs and organizations to which the use of the Club facilities is granted will be subject to the rules and regulations governing the use of the Club's facilities as presented to them by the Board of Directors.

The Board of Directors has the authority to assign a rental charge for use of the Club facilities. Any rental of the Club facilities shall not unduly interfere with normal usage of the Club facilities by Club members.

---

## ARTICLE V DUES AND FEES

### 1. Application Fee

Applications for Club membership will be considered without regard to race, religion, culture, national origin, age, sex, marital status, sexual orientation, or physical or mental limitations or handicaps.

The Board of Directors will charge any applicant that applies for Club membership a non-refundable application fee as set by the Board of Directors and published in the Membership Application. The applicant will then be placed on the Club's waiting list based on the date the application is received. The Board of Directors shall define the policies that will apply to management of the waiting list, and will be published in the Membership Application.

### 2. Membership Initiation Fee

When a membership becomes available and an application is eligible for consideration, the Board of Directors will offer the approved applicant membership to the Club subject to paying a non-refundable membership initiation fee as set by the Board of Directors and published in the Membership Application. Upon receiving payment of this fee and the annual dues, the Club will issue the new member a membership number.

Club Members accepted into the Club for membership prior to January 1, 2000 paid the Club a refundable membership bond that is payable to the Club member upon withdrawal of their Club membership as outlined in these by-laws.

### 3. Annual Dues

Each Club member will be assessed annual dues that are sufficient to provide for the necessary operating expenses of the Club and the proper maintenance and on-going improvements of its property and facilities.

The Board of Directors will propose annual dues for the succeeding season no later than the date of the annual meeting each year. The proposed dues will be based on the preceding season's operating expenses and budget. The proposed dues will be presented to the general membership at the annual meeting each year.

**Annual dues are required to be paid by the date set by the Board of Directors each year for the upcoming season. Club members may also be subject to a late payment fee for payments received after the payment due date**

No dues or part thereof shall be refunded to Club members in the event that operations of the Club facilities are required to be suspended for any period.

### 4. Guest Fees

Club members are required to pay guest fees as set by the Board of Directors and published in the Club Operating Rules. All guest fees must be paid upon entrance to the Club facilities.

### 5. Changes to Fees

The Board of Directors has the authority to increase or decrease any Club fees and annual dues. Any increase or decrease of annual dues of more than 10% a year will require approval by a majority of the Club members.

Any item requiring a special assessment (i.e., facility repair/improvement) on every Club member that totals more than 10% of the current year's operating budget shall require approval by a majority of the Club members.

---

## ARTICLE VI MEMBERSHIP RULES AND REGULATIONS

### 1. Member Identification

All Club members will be required to fill out a Member Information page and must comply with the Membership Identification requirements of the Operating Rules.

### 2. Club Member Responsibilities

The Club member shall be responsible for all persons listed under their membership.

All members will be required to follow all Club Operating Rules. A copy of the Club's Operating Rules is provided to all members upon acceptance to the Club. The Board of Directors has the authority to change the Club's Operating Rules at any time with or without notice. Any changes to the Operating Rules will be posted at the Club for review by the Club members. All new members must sign the Operating Rules. Current members will be required to sign the rules periodically as decided upon by the Board of Directors.

### 3. Approved Child Sitter/Nanny

The Board of Directors has the authority to grant entrance approval for any child sitter/nanny, as defined by the Operating Rules.

### 4. Guests

A Club member is allowed to have guests attend the Club. All guests of Club members are subject to applicable guest fees as defined in the Operating Rules. The Club member is responsible for the conduct of the guest(s). All parties must be booked in advance. Refer to the Operating Rules for further details.

### 5. Withdrawing Membership

When a Club member requests withdrawal of his or her membership, that membership will become available for sale to the next applicant on the Club's waiting list. If a Club member desires to withdraw his or her membership from the Club, a written request must be provided to the Club before March 1<sup>st</sup>. All written requests are to be sent via e-mail to the Board member responsible for Membership or forwarded by U.S. Mail to Rock Spring Swim Club, Incorporated, Attention: Vice President, Administration/Membership, PO Box 282, Forest Hill, MD 21050.

Club Members accepted into the Club for membership prior to January 1, 2000 paid the Club a refundable membership bond that will be payable to the Club member upon withdrawal of their Club membership as defined above. A reduction in the bond refund will occur if notified after March 1<sup>st</sup>.

### 6. Membership Suspension/Revoking

The Board of Directors has the authority to suspend and/or revoke Club membership of any Club member for deliberate or flagrant violation of the rules and regulations of the Club, or for violation of criminal laws occurring on Club property or in Club facilities. In the event suspension or revocation of Club membership is initiated pursuant to this section, the Club member whose membership is at issue shall have the right to request a hearing on the proposed suspension or revocation before the Board of Directors. While the Board of Directors reserves the right to suspend the membership pending the hearing, no revocation action shall take place without the approval of the majority of the Board of Directors after a full hearing, if one has been requested.

In the event suspension or revocation of Club membership is initiated pursuant to this section, refunds of Application Fees, Membership Initiation Fees, Annual Dues, or other fees, in whole or in part, will not be provided.

---

## 7. Membership Numbers

Membership numbers are not transferable by Club members. Only the Board of Directors can transfer memberships.

## 8. Indebtedness to the Club

Any Club member failing to pay any indebtedness to the Club within fifteen (15) calendar days of the final dues notices will have his or her membership automatically terminated. The Club shall notify any Club member so terminated in writing. The Board of Directors may levy reinstatement fines for Club members whose membership is reinstated. Such fines, if any, may require a 2/3 vote of the entire Board of Directors.

Club Members accepted into the Club for membership prior to January 1, 2000 paid the Club a refundable membership bond that will be payable to the Club member upon withdrawal of their Club membership. All indebtedness to the Club by a Club member shall be a lien on and a charge against his or her membership number and the funds which it represents may be forfeited to the Club to satisfy such indebtedness. The Board of Directors has full authority to make the transfer of a membership certificate under this section without the consent or further authorization of the affected Club member.

## 9. Dissolution of the Club

In the event of the dissolution of the Club in any manner or for any reason, and in no event other than this, upon effective date of such dissolution of the Club, all membership numbers issued prior to January 1, 2000 shall be a lien on the proceeds of the sale of any property of the Club, after payment of all such debts, expenses of the sale and other obligations, to the extent of the face value of the membership number as fixed by the Club, subject to a reduction of all debts, dues, and obligations owed by the Club member to the Club.

After payment of all membership numbers outstanding upon the effective date of dissolution of the Club, the surplus remaining, if any, after the redemption of all membership numbers issued prior to January 1, 2000 outstanding at their face value, if any, shall be distributed to all Club members in equal amounts, subject to a reduction of all debts, dues, and obligations owed by the Club member to the Club.

## ARTICLE VII

### CLUB MEETINGS AND NOTIFICATIONS

#### 1. Annual Meeting

The Club shall conduct no less than one regular meeting of its membership per year. This meeting shall be designated the Annual Meeting to take place in October each year.

The business conducted at the annual meeting shall include the hearing of annual reports of the Board of Directors, the election of new officers and Board members, and such other business as is pertinent to the successful continuation of the Club.

#### 2. Special and Other General Meetings

Additional meetings may be held throughout the year at the discretion of the Board of Directors to include other such business as is pertinent to the successful continuation of the Club.

Special meetings may be called by the President of the Club, a majority of the Board of Directors, or by a petition bearing signatures representing ten percent (10%) or more of the total membership of the Club.

### 3. Meeting Notification

All Club members will be notified by U.S. Mail or e-mail of the meeting date, time, and location at least fourteen (14) calendar days before the date of the meeting. Such notice will include a tentative meeting agenda.

### 4. Meeting Quorum and Membership Voting

For all Club meetings, a quorum shall be the total membership present at the meeting or who has represented themselves via electronic or paper ballot. Each membership number will be entitled to one (1) vote. Twenty (20) calendar days before all Club meetings, the books of the Club shall be closed and a list of eligible members to vote shall be compiled.

## ARTICLE VIII

### CLUB OFFICERS AND BOARD OF DIRECTORS

The Club membership may elect up to ten (10) Board of Directors who shall be responsible for managing the activities of the Club. The Board of Directors shall include the following officer positions:

- **President**
- **Vice President, Administration/Membership**
- **Vice President, Treasurer**
- **Secretary**

The officers holding these positions will be known as the Executive Board.

The Board of Directors may have up to six (6) additional non-officer positions that are assigned responsibility for various Club operation related functions and activities. All members of the Board of Directors have voting privileges. In case of a tie in the voting, The President shall cast the deciding vote. The appointment to various positions is determined at a special meeting of the existing Board of Directors following the annual fall meeting.

#### 1. Nominations and Elections

All nominees must consent to have their names considered in the election. There shall be no nominations from the floor for consideration in the election at the annual meeting.

All members of the Board of Directors shall be elected by a vote of the general membership with results calculated at the annual meeting. Each household membership shall be given one (1) vote.

All votes shall be conducted by ballot. The holder of the membership or partner eligible to vote will be made available a ballot upon registering at the annual meeting provided a previous ballot has not been cast.

Absentee ballots shall be made available to the membership number holder fourteen (14) days prior to the annual meeting. Absentee ballots must be cast in writing with the Secretary prior to the balloting at the annual meeting. No member may cast his/her vote by proxy.

The presiding officer at the annual meeting shall announce the closing of the registration. The presiding officer will then appoint a teller and upon completion of the voting, the teller will collect the ballots, count and tabulate them, and announce the election results to the assembly.

---

## **2. Eligibility Requirements**

Only Club membership holders who are at least twenty-one (21) years of age are eligible to be elected or appointed as board members.

Board members may only hold one office or board position at one time. Additionally, only one person under the same membership or household may hold a board position at any one time.

## **3. Term of Office**

Board members are elected for a three (3) year term at the annual meeting. Additionally, board member terms are arranged so that approximately one-third (1/3) of the terms expire annually. No member elected to the Board of Directors shall be eligible to serve in the same position more than six (6) consecutive years unless agreed upon by the majority of the Board of Directors.

## **4. Board Member Vacancies**

Board member vacancies that occur during the year, after the annual meeting and before the next annual meeting, may be filled by appointment by a majority vote of the Board of Directors to serve the remainder of the term.

## **5. Election of the President**

The President is appointed at a special meeting of the existing Board of Directors following the annual fall meeting, but prior to the new Board of Directors taking office. The President must be an incumbent board Member with at least one (1) year remaining on his/her term, or an incumbent member re-elected to a new term of office.

## **6. Board of Director Meetings**

Meetings of the Board of Directors shall be held monthly except during the months of November and December.

Special meetings may be called by the President or by four (4) members of the Board of Directors at such time and place as they may designate.

Reasonable notice of all meetings, and a tentative agenda, shall be given to each board member. A simple majority of the board members shall constitute a quorum at any of its meetings.

## **7. Stipends and Expenses**

Board members who successfully fulfill their board responsibilities for the entire year receive an annual stipend equal to the amount of the annual dues for that season. The stipend is paid to such board members at the end of the calendar year.

The Board shall have a reasonable budget to conduct its business. Board members or other authorized representatives shall also be reimbursed for any reasonable and properly documented expenses incurred on behalf of the Club.

## **8. Removal from the Board of Directors**

Any member of the Board of Directors may be removed from office by a 2/3 vote of the membership at the annual meeting, or a special meeting called in accordance with these By-Laws.

Any member of the Board of Directors may be removed from office by the board of directors by a 3/4 vote of the other board members for failure to fulfill their position responsibilities. Additionally, board members who do not attend three (3) consecutive meetings or four (4) meetings annually, without just cause, may be removed from the board by a 3/4 vote of the other board members.

---

## 9. Ethics Policy

To enable the Club to conduct its business effectively, and to foster confidence in the integrity of its officers and other board members, the highest standards of ethics must be maintained.

No officer or board member shall render services to, represent, or undertake to act for any outside concerns doing business with the Club whether compensation is received or not received. Any exceptions to this provision require a majority vote of the entire Board of Directors, after the board has determined that such services do not conflict with the interests of the Club.

No Board member shall solicit or accept, or permit their spouse or other family members to accept any personal benefits from any concern doing work for the Club. Additionally, family members of the Board of Directors are not permitted to receive compensation from the Club for services rendered without the approval of the Board through a majority vote of the remaining Board of Directors. Compensation paid to family members, if any will be established and approved by the remaining members of the Board of Directors.

All members of the Board of Directors and employees that regularly attend board meetings shall sign and adhere to the policies established by the Board of Directors.

## 10. Indemnification

The Club shall indemnify any and all persons who may serve or who have served at any time as a director or officer, and their respective heirs, personal representatives, successors and assigns, against any and all liabilities and expenses, including amount paid upon judgments, counsel fees and amounts paid in settlement, before or after suit is commenced, actually and necessarily incurred by such person or persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or such may be asserted against them or any of them, by reason of being or having been a director or officer of the Club, except in relation to matters as to which any such director or officer or former director or officer, or person shall be adjudged in any action, suit or proceeding to be liable for his/her own gross negligence or misconduct in the performance of his/her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under any law, by law, vote of the Club, or otherwise.

## ARTICLE IX EXECUTIVE OFFICERS AND DUTIES

The Officers of the Club shall be:

- **President**
- **Vice President, Administration/Membership**
- **Vice President, Treasurer**
- **Secretary**

The President also serves as the Chairperson of the Board of Directors. All officers are appointed annually by the Board of Directors. All officers shall be bonded.

### 1. President

The President shall preside at all meetings of the Club membership and Board of Directors.

The President shall have the responsibility for general management and direction of the activities of the Club.

---

The President shall appoint, as necessary, subject to confirmation by the Board of Directors, any committees organized for Club purposes and activities including:

- Administrative
- Communications
- Facilities and Operations
- Finance
- Membership
- Swim Team
- Social
- Other temporary committees

The activities and functions of each committee will be directed by a chairperson who is a member of the Board of Directors as voted by the Board.

### **2. Vice President, Administration/Membership**

The Vice President, Administration/Membership, is responsible for providing general management and direction of Club Administration/Membership functions including membership, Club rules and regulations, maintenance of by-laws, etc.

### **3. Vice President, Treasurer**

The Vice President, Treasurer is responsible for providing general management and direction for Club finances and financial matters. In the absence or incapacity of the President, the Vice President, Treasurer shall perform all duties of the President and serve as President for the balance of any term during which the President is unable to preside over the Board of Directors. The Vice President, Treasurer will coordinate the following functions and activities:

- Maintain and preserve accounts of all financial transactions of the Club and have ledger books available for audit upon ten (10) days' notice.
- Responsible for the collection, safekeeping and, upon proper authorization, the disbursement of all funds of the Club. All Club disbursements will be made by check only unless a petty cash fund is established.
- Deposit all funds in accounts approved by the Board of Directors and all checks shall require the signature of approval from the Vice President, Treasurer and the President or designate. The Club's payroll account shall require only one (1) authorized signature.
- Development of the Club's annual budget to be reviewed and approved by the Board of Directors.
- Maintain an inventory listing all properties of the Club.
- File all necessary tax returns on behalf of the Club.
- Present an updated financial report at all regular Club meetings.
- Arrange for the books of the Club to be audited periodically by auditors, selected by the Board, who shall not be members of the Board of Directors, and ensure that the auditor's report is available to the Club's members upon request.



---

#### **4. Secretary**

The Secretary is responsible for the recording, maintenance, storage, and distribution of all Club records and documents excluding financial records maintained by the Treasurer including:

- Minutes of all meetings of the Club and of the Board of Directors
- Notices to the membership of the Club
- Official documents of the Club such as by-laws, deeds, Club rules and regulations, etc.

### **ARTICLE X COMMITTEES**

The Board of Directors shall form committees as necessary to provide for the effective operation of the Club. Each committee shall have a chairperson who is an active member of the Board of Directors as determined and voted by the Board, excluding the nominations committee as outlined in these by-laws. Established committees may have other Club members not on the Board of Directors who serve as committee members.

Committees established by the Board of Directors are responsible for making recommendations to the Board of Directors and to perform activities as approved by the Board of Directors. The Board of Directors shall have the authority to appoint and discharge any committee required by these by-laws or which they may otherwise consider appropriate in conducting the affairs of the Club. The Board of Directors may delegate their authority for purposes of implementing and furthering the purposes of the Club.

### **ARTICLE XI PARLIAMENTARY AUTHORITY**

The rules contained in "Roberts Rules of Order Revised" shall govern the Club in cases to which they are applicable, and in which they are not inconsistent with the by-laws of a special rule of order of the Club.

### **ARTICLE XII AMENDING OF THE BY-LAWS**

These By-Laws may be amended at any meeting of the Club by a 2/3 vote of all eligible voters present or represented by absentee ballot, providing that notification of the proposed amendment has been included in the meeting notice distributed to the membership, as outlined in these By-Laws, prior to the meeting and previously presented to the Board of Directors.

---

Approved By:

\_\_\_\_\_  
President (Signature)

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

\_\_\_\_\_  
President (Printed Name)

\_\_\_\_\_  
Vice President,  
Administration/Membership  
(Signature)

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

\_\_\_\_\_  
Vice President, Administration/Membership  
(Printed Name)

\_\_\_\_\_  
Vice President, Treasurer (Signature)

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

\_\_\_\_\_  
Vice President, Treasurer (Printed Name)

\_\_\_\_\_  
Secretary (Signature)

\_\_\_\_\_  
Secretary (Printed Name)

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

---

**Rock Spring Swim Club, Incorporated**  
**By-Laws (as amended 2015)**