

Whitehall Pool and Tennis Club, Inc.
(A Maryland Corporation)
BY-LAWS - As Amended 11/94

Article I- Name

The name of the corporation shall be Whitehall Pool and Tennis Club, Inc.

Article II- Purpose

The purpose for which the corporation exists and the business and objects to be carried on and promoted by it are as follows:

- A To construct, organize, equip, promote, maintain, and operate a club for the primary purpose of providing swimming and tennis facilities for its members, together with such other related objectives as are appropriate to achieve these ends in Bowie, Prince George's County, Maryland.
- B To make and perform any contracts and to do any acts and things and exercise such powers as are suitable, convenient, proper, or incidental for the accomplishment of any objective enumerated herein. The corporation shall be authorized all the powers, rights, and privileges granted to non-stock corporations by the laws of the state of Maryland now or hereinafter in force.

Article III- Board of Directors

Section 1, Composition

The Board of Directors shall be composed of nine elected members of the Whitehall Pool and Tennis Club, Inc.

Section 2, Duties

The Board of Directors shall manage the affairs and exercise all powers of the corporations, and shall perform all lawful acts which are not by these By-laws conferred on the officers or members.

Section 3, Meetings

- A. The Board of Directors shall meet at such times and places as it may deem necessary. Meetings may be called by the President or upon written request of the three other Directors.
- B. A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors. Questions shall be decided by majority vote, unless otherwise provided herein.

Section 4, Term of Office

Each member of the Board of Directors shall serve for a term of two years. Newly elected directors shall take office at the next meeting of the Board of Directors following the election.

Section 5, Elections

Elections shall be held at the annual meeting of the membership of the corporation. Four Directors shall be elected in odd numbered years. In the event that there is an insufficient number of Directors elected, remaining vacancies shall be filled as provided in Section 8 of this article.

- A. Nominations: Each nomination shall be in writing, shall be signed by at least ten members in good standing, and shall be accepted in writing by the person nominated. All nominations shall be submitted to the Secretary of the Corporation not later than September 20 prior to the annual meeting. The Secretary shall prepare a list of all nominees, and shall make such list available to membership as part of the announcement of the annual membership meeting. No nominations may be made from the floor.
- B. Voting: Directors shall be elected by secret ballot by a majority of those members present and voting. Those elected shall be those who receive the greatest number of votes cast, provided that each has received a simple majority. No proxies or absentee ballots are authorized.

Section 6, Resignation

Resignation shall be made in writing to the board of directors.

Section 7, Removal

Any Director may be removed for cause, including malfeasance and misfeasance, by vote of two-thirds of the members in good standing at a special meeting called for that purpose.

Section 8, Vacancies

In the event that a vacancy occurs on the Board of Directors by death, resignation, disability, or otherwise, such vacancy shall be filled without undue delay, by a majority vote of all remaining Directors. Any Director so elected shall serve only until the annual meeting following, but shall be eligible for re-election at that time for the remainder of the unexpired term he is serving, or to a full term.

Article IV- Officers

Section 1, Election

The Board of Directors shall, at their first meeting following the election of the directors to the Board, elect a President, one or more Vice Presidents, Secretary, Treasurer, and any other officers they may deem necessary. The President and Vice President(s) shall be Directors.

Section 2, Term of Office

The term of office for these officers shall be one year.

Section 3, Duties

- A. The President is the chief administrative officers of the corporation and shall preside at the meetings of the members. He is Chairman of the Board of Directors and shall preside at the meetings of that Board. The President shall appoint all committees and shall designate the chairman of each committee, subject to confirmation by the Board of Directors. He is ex-officio member of all committees.
- B. The Vice President shall have all of the powers, authority, and duties of the President during his absence or inability to act. The vice President shall also act as assistant to the President and shall perform such other functions as the Board of Directors may require. If more than one Vice President is elected, they shall be designated First Vice President, Second Vice President, etc., in the order of precedence.
- C. The Secretary shall, subject to the Board of Directors:
 1. Keep the minutes of the meetings of the Board of Directors.
 2. Maintain current records of membership, including names, addresses, and other relevant data.
 3. Keep all corporate records except financial records.
 4. Conduct all official correspondence under the supervision of the President.
 5. Notify all members of the time and place of all meetings of the members.
 6. Perform such other duties as are appropriate to the office, including the submission of such reports as may be required by the Board of Directors.
- D. The Treasurer shall, subject to the control of the Board of Directors:
 1. Make and keep records of all financial transactions of the corporation.
 2. Be responsible for the receipt of all monies due the corporation, and deposit such in depositories approved by the Board of Directors.
 3. Be one of the Officers authorized to sign checks.
 4. Make all disbursements for charges incurred by the corporation.
 5. Recommended, for approval by the Board of Directors, fiscal procedures and policies to be followed to facilitate the transaction of corporation business.
 6. Submit the records for financial audit within 30 days after the close of the fiscal year.
 7. Perform such other acts and submit such reports as are appropriate to the office as may be required by the Board of Directors.

Article V- Committee

Section 1, Standing Committees

Standing committees shall be subject to the control of the Board of Directors and at least one member of the committee.

- A. The Membership committee shall receive, consider, and recommend all applications for membership to the Board of Directors. The latter has the sole power to approve or disapprove the recommendations of the Committee. The Committee shall maintain a list of current and prospective members, render all bills and statements concerning dues and fees, and perform all necessary acts to sell, purchase, or transfer memberships.
- B. The Activities Committee shall plan, schedule, organized, and promote all schedule recreational functions of the Club.
- C. The Facilities Committee shall be responsible for the maintenance of Club equipment, structures, and grounds, and for the supervision of additions and/or changes to the existing plant.

Section 2, Other Committees

All other committees deemed necessary for operation of the corporation shall be established by the Board of Directors.

Article VI – Membership

Section 1, Application

Membership applications must be submitted in writing to the Membership Chairman at the official address of the Whitehall Pool and Tennis club, Inc.

Section 2, Definitions

- A. “Resident” means a person who owns or rents a home within the city limits of Bowie, or within the area bounded by Route 3/301, Central Avenue, Route 193, and Good Luck Road.
- B. “Member” means a resident who has paid the full membership fee, has been duly admitted in the Club, and has duly paid for the current year his/her annual dues as specified by the Board of Directors. No applicant shall be judged solely on the basis of his/her color, race, national origin, or creed.
- C. “Family Unit” means a member and his/her spouse, children, or other persons who permanently and continuously reside in the member’s household. The family unit of each member shall be entitled to use all Club facilities, subject to the Rules and Regulations promulgated by the Board of Directors in connections with each use. For the purpose of voting and quorum count, each family unit shall be counted as one vote. There shall be a maximum of 750 family units.
- D. “Non-Resident Member” is an existing member who elects to retain membership after leaving the resident area. Former members, who left in good standing, are eligible for reinstatement. The Board of Directors may, at their option, admit non-residents as members when there is a waiting list of members who wish to terminate their membership.
- E. 1. “Special Member” means a resident who is purchasing a membership through a deferred payment plan. In such cases, the “special member” shall have use of all Club facilities, but shall not become a voting member until the entire membership fee is paid. If a “special member” fails to make regular payments as

outlined in their deferred payment plan contract, the Board may revoke the right to use Club facilities, and the Club will retain all fees paid to that point, and "special membership" shall be signed by the Membership Chairman and the "special member".

2. For purpose of transfer of memberships, a "special member" does not become a "member" until the last installment of the membership fee is paid. Therefore, a member on the waiting list to terminate a membership shall not have his/her membership transferred to a "special member" until the latter has paid the membership fee in full.

Section 3, Transfer of Membership

- A. A member desiring to terminate his membership shall notify the Club in writing of the same and request the Club to purchase the membership for the full fee. If there is an approved prospective member on the waiting list, the Club shall direct him to send the full membership fee to the Club. Upon receipt of the same, the Club shall give such sum, less any fees due, to the retiring member and perform any other necessary acts to transfer the membership. If there are no approved prospective members on the waiting list to join the Club, the member(s) desiring to terminate membership shall be responsible for paying all annual dues and other fees until such time as a prospective member is approved by the Board and the membership is transferred. The waiting list of members desiring to terminate their membership shall be maintained by the Membership Chairman. Members' names will be placed on the list, and their memberships will be sold, in the order of receipt by the Membership Chairman of written notification of intent to terminate membership. If there is no list of members desiring to terminate membership, and there are approved prospective members waiting to join the Club, the Membership Chairman shall maintain a waiting list of prospective members. The first approved prospective member on the list to join the club shall be offered the opportunity to purchase the first membership available for transfer.
- B. When the transfer of a Club membership is accomplished after the seller has paid the annual maintenance fee but prior to November 1st, the buyer will be assessed \$10.00 plus one percent of the maintenance fee for each day he is eligible to use club facilities during the swimming season. The amount so assessed may not exceed the annual maintenance fee and shall be refunded to the seller.
- C. A member who sells his home and desires to transfer his membership to a non-member purchasing his home, shall notify the club in writing of the same. The club shall, in turn, direct the prospective member, if approved, to send the full membership fee to the club. Upon receipt, the Club shall give such sum, less any fees due, to the retiring member.
- D. A member who rents his home but desires to retain his membership, may temporarily transfer all Club privileges to the lessee by notifying the Club in writing of the case. The payment of the annual dues and other fees shall continue to be the responsibility of the member.
- E. If there is a waiting list to transfer memberships, a member wanting to sell his own membership must notify the Club in advance with the request. Permission to sell a membership in this manner will be granted only if all past and current fees and annual dues have been paid by the member. Transfer fee must be paid to the club for all memberships sold in this manner.

Section 4, Fees

The Board of Directors shall determine the membership fee, amount of annual dues, and any other fees; the Board of directors shall also determine when such payments are payable. Annual dues shall be for the purpose of operating expenses. If the member fails to pay his/her annual dues within thirty days from the date specified for the current year, the Club shall have the options to purchase his /her membership for the amount of the full membership fee less any outstanding dues or other charges. The option shall terminate upon acceptance by the Board of Directors of any dues and fees in arrears.

Section 5, Termination

A member who ceases to be a resident as defined in Article VI, Section 2, Paragraph A, may relinquish his or her membership or may retain the membership for the member's personal use only as a non-resident member. Upon resignation, a non-resident member may not transfer the membership under Article VI, Section 3, Paragraph C.

Article VII – Meeting of Members

Section 1, General Meetings

General meetings shall be held at such times and places as designated by the Board of Directors as necessary for receiving reports and transacting the business of the corporation. One General meeting each calendar year shall be designated the Annual Meeting. At such meeting, the election of Directors and an annual report shall be items of business. Notice of the time, place, and purpose of the general meetings shall be given to all members of good standing not less than ten days nor more than forty-five days prior thereto.

Section 2, Special Meetings

Special Meetings may be called at any time by the Board of Directors or by a petition of the membership signed by not less than fifty current members. Notice of the time, place, and purpose of special meetings shall be given to all members of good standing not less than five nor more than fifteen days prior thereto. No other business than that stated in the notice shall be transacted at a special meeting.

Section 3, Quorum

A quorum at a membership meeting shall consist of not less than 75 members in good standing.

Section 4, Voting

Except where otherwise prescribed in these By-laws, questions shall be decided by majority vote.

Article VIII- Amendments of By-Laws

Section 1, Presentation

Proposed amendments to the By-Laws shall be submitted in writing to the President, accompanied by the signatures of not less than 50 members in good standing. The Board of Directors may present proposed amendments to the President for subsequent action without regard to the preceding requirement for obtaining the signatures of not less than 50 members in good standing.

Section 2, Notice to Members

The Secretary shall give notice to members, in the manner stated in Article VII, of the proposed amendment (s) to the By-laws. An explanation of the reason for the proposed changes of the Sections affected shall be included.

Section 3, Ratification

These By-laws may be amended by a 2/3 majority vote of the membership present at a regular or special meeting wherein such proposed amendments are stated as being an item of business. Such meeting shall be called within 90 days of the petition.

Article IX- Miscellaneous

Section 1, Dissolution

Upon dissolution of the corporation, the proceeds therefrom, insofar as is permitted by law, shall be distributed in the following manner and priority: payments of debts and obligations of the corporations; payment to the members, subject to the set-off of all debts and obligations of any member to the corporation.

Section 2, Parliamentary Procedures

All parliamentary procedures not otherwise provided for herein shall be in accordance with the procedures set forth in Robert's Rules of Order.

Section 3, Notice

Wherever within these By-laws notice to members is required, such notice shall be in writing. The mailing of such notice to the last known address of the members shall constitute notice.

Section 4, Corporate and Fiscal Year

- A. The fiscal year of this corporation shall begin on November 1, and end on October 31.
- B. The corporation year shall coincide with the fiscal year of this corporation.