

PRINCE GEORGE'S SWIMMING POOL, INC.

BYLAWS

Adopted 6/20/09

ARTICLE I – The Corporation

1. The name of the corporation shall be the PRINCE GEORGE'S SWIMMING POOL, INC. (hereinafter called PG Pool).
2. The principal office shall be located at 3301 Buchanan St., Mt. Rainier, MD, or at such other location as the Board of Directors may determine advisable from time to time. The mailing address is:

Prince George's Swimming Pool, Inc.
P.O. Box 181
Mt. Rainier, MD 20712
3. Other offices for the transaction of business shall be located at such places as the Board of Directors (Board) may from time to time determine as necessary.
4. PG Pool, Inc. shall be operated at all times as a nonprofit corporation.
5. A member of the Board of Directors residing in the State of Maryland shall serve as Registered Agent for PG Pool.

ARTICLE II – Membership

1. Memberships in PG Pool shall be issued by the Board of Directors of PG Pool (hereinafter called the Board) each year in such categories as the Board deems appropriate.
2. A membership gives those individuals qualifying and identified on the membership application the right to use the facilities at PG Pool during regularly scheduled operating hours in accordance with policies and procedures adopted by the Board. The Board may also establish additional membership categories that allow for more limited access to Pool facilities in exchange for a reduced payment (e.g., Limited Use memberships).
3. The Board may, at its discretion, charge new members a one-time initiation fee in an amount the Board deems appropriate. The Board may waive the payment of this fee in any given year it deems that action appropriate as a way to increase the membership of PG Pool. Members who join under such a waiver will not be required to pay an initiation

fee so long as they remain active members in good standing. No action by the Board under this section shall be construed as a right by any Member to a refund of any initiation fee for any prior or subsequent year.

4. Each year the Board, as it deems appropriate, shall set the fees for each membership category and the number of required co-op hours or equivalent payment.
5. Membership fee discounts can be authorized by the Board for early payment of yearly fees, partial season memberships and such other reasons as the Board deems appropriate.
6. Memberships are not transferable or refundable.
7. A membership is considered to be in good standing from the time a full-season payment is received until midnight on the eve of the opening day of the following season. At that time—when a new payment is due—the membership lapses until such time as that season's payment is received.
8. Any membership and all individuals covered by that membership that has paid the yearly fee for the current year shall be entitled to the use of any facilities of the Pool or have any of the rights of memberships in good standing, including without limitation the invitation of guests, unless the membership owes money on a prior year's fee. That debt to the Pool will need to be paid in full before the rights on membership are reinstated.
9. Individuals covered under a membership that owes money to PG Pool for a prior year will not be allowed the use of PG Pool facilities, even as a guest of a member in good standing.
10. If the Board deems it necessary, it shall set the maximum number of yearly memberships prior to the end of the swimming season and shall notify the membership of that number.
11. Memberships in PG Pool are available without regard to race, religion, national origin, marital status and sexual preference.
12. Applications for membership shall be in such form as authorized by the Board. Applicants will be

required to submit a list of all individuals covered under the membership and to verify that all qualifications for membership have been met, as determined by the Board in its sole discretion.

13. The Board may limit or restrict the ability of members to bring guests or other non-members to PG Pool, providing that such restrictions must be uniformly applied. Members are responsible for the actions of guests at all times.

14. All individuals covered by a PG Pool membership, and any and all guests, must comply with the Rules and Regulations of PG Pool, as adopted by the Board, and with the instructions of the pool management company staff, and are expected to conduct themselves in a manner consistent with the continuing health, safety, and self-respect of other users of PG Pool. Upon willful failure to comply with the Rules and Regulations on the part of the members or guests; or refusal to comply with the request of the Manager of the pool management company or his/her authorized representative, to leave PG Pool grounds; or a persistent pattern of conduct that is detrimental to the health, safety, and self-respect of the other users of PG Pool; or deliberate destruction of PG Pool property; the Board may take such disciplinary action as it deems appropriate, including the suspension of membership rights or the expulsion from active membership of the membership unit in whole or part.

ARTICLE III – Membership Meetings

1. Meetings of the membership of PG Pool shall be convened twice a year, at or near the beginning of each year's swimming season and at or near the end of the season, at the discretion of the Board.

2. Members of the Board shall be elected at the Membership Meeting scheduled at or near the end of the swimming season.

3. A Special Meeting of the membership may be called at any time by the President and, in his or her absence, by the Vice President. It shall be the duty of the President to call a Special Meeting whenever requested to do so in writing by a majority of the members of the Board or by 25 percent of the membership units in good standing.

4. Notice of the time and place of all Membership Meetings, including Special Meetings, shall be made by a posting to PG Pool's listserv and website, and, during the swimming season, also by an easily visible sign at PG Pool to all members at least 10 days prior to the date of any meeting.

5. A quorum for the two regularly scheduled Membership Meetings shall be 20 membership units, and a quorum for a Special Meeting called in accordance with Article III, Section 3 shall be 50 membership units, except that the Board may establish a quorum of three-quarters of the membership units when a vote is called for on a motion that, if passed, could affect the ability of PG Pool to continue in operation.

6. Memberships in good standing shall be entitled to one vote at Membership Meetings. A membership in good standing shall be defined as memberships that have paid the current season's membership fees and have paid for or completed the required co-op hours and that do not have any outstanding debts to PG Pool from the current or any previous season.

7. The Board may elect to poll the membership by email on specific questions, provided that no decision made by such an email poll will be considered valid unless at least 50% plus one (1) of the membership units in good standing, as defined above, respond to the poll.

8. Proxy voting is not permitted at Membership Meetings.

9. The Board shall present the membership with a statement of PG Pool's condition and activities at each of the two scheduled Membership Meetings. This shall include a written presentation of PG Pool's financial condition.

10. The Board shall prepare an agenda for each scheduled and special Membership Meeting. The agenda shall be posted at PG Pool during the season and posted to the listserv and website at least five (5) days prior to the date of the meeting. Additions to this agenda submitted from the membership that involve the allocation of money and resources, the impeachment of a member of the Board, or changes in the corporation's Charter or Bylaws must be submitted to the President or Board of Directors seven (7) days prior to the date of the meeting in order for them to be considered. Successful motions that do not meet this requirement will be referred to the Board of Directors for their consideration.

ARTICLE IV – Board of Directors

1. The business and property of the corporation shall be managed by a Board of Directors consisting of a number of directors not less than seven (7) and not more than such number as may be deemed necessary by the Board. Directors shall be elected by the memberships in good standing.

2. The members of the Board shall hold office for two (2) years and may be elected to consecutive two-year terms. Vacancies on the Board may be filled for the unexpired term by the President, subject to the approval of a majority of the current members of the Board.

3. Members of the Board must be Pool members in good standing.

4. A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the members, except that in such circumstances that involve immediate danger to the life or health of pool members and/or the general public or pose a hazard to the property of PG Pool, the officers may conduct business as may be necessary to alleviate such hazardous condition.

5. When a decision on a matter before the Board cannot be held until the next scheduled Board meeting, the Board may vote via email. A majority of the Board members shall constitute a quorum. A vote by a majority of the Board members shall be binding.

6. Members of the Board may be removed from office by a three-quarters vote of the members of the Board. They may also be removed by a two-thirds vote of the membership present at any Membership Meeting, provided that notice of such action is provided to the membership as set forth in Article III, Section 10.

ARTICLE V – Officers

1. Officers shall be elected each year from among the members of the Board by the membership units in good standing. Removal of an officer during his or her term requires a two-thirds vote of the members of the Board.

2. The President shall preside at all meetings of the Membership and the Board, shall have general supervision over the affairs of the corporation; shall have authority to approve expenditures up to \$250, and shall perform all other duties incident to the office. In case of absence or disability of the President, these duties shall be performed by the Vice President, and by the Secretary or Treasurer (in that order) in the absence of both the President and Vice President.

3. The Secretary shall keep the minutes of all meetings and shall perform all other duties incident to the office.

4. The Treasurer shall have custody of all money and securities of the corporation; shall issue and sign

checks; shall keep regular books of account and submit them, together with all records and documentation, to the Board for examination and approval; and shall perform all other duties as incident to the office. He or she shall arrange to have the corporation's books audited once a year by an outside source approved by a majority of the Board.

5. All officers shall be authorized to sign checks. All checks and contracts in excess of \$5,000 shall require the signature of not less than two (2) officers.

ARTICLE VI – Authority of the Board of Directors

1. The Board of Directors shall have full power and authority, by resolution and majority decision, to adopt Rules and Regulations; to enter into contracts; and to take any and all other measures necessary to further the purposes of the corporation. All members of the Board of Directors may, following aforementioned resolution and majority decision, sign contracts on behalf of the Pool.

2. In the event that a required vote of the membership units in good standing cannot take place because of the absence of a quorum of the membership after three attempts by the Board to obtain a vote, the vote shall be that of the Board for all items on the agenda in question, and a decision reached by a majority of the Board shall be binding on the membership.

3. Except for acts of fraud and deliberate misconduct, no member of the Board shall have any liability to a member or any other individual in connection with voting or other acts as a member of the Board.

ARTICLE VII – Amendments to the Bylaws

1. The Bylaws of the corporation may be amended by a majority vote of the membership units present at any scheduled or special Membership Meeting, providing that notice of the proposal to change the Bylaws was provided to the membership as set forth in Article III, Section 10.