

TWINBROOK SWIMMING POOL  
BYLAWS  
REVISED BY VOTE OF CERTIFICATE OWNERS ON APRIL 25, 2006

ARTICLE I: NAME

The name of the organization shall be the Twinbrook Swimming Pool Corporation hereinafter referred to as the Corporation.

ARTICLE II: PURPOSE

The Corporation is organized as a non-profit Corporation, under the General Laws of the State of Maryland, to promote and encourage the recreation, health, and well-being of its members and in pursuance of these purposes, to construct, own, and operate a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, for the exclusive use of its members and their guests.

ARTICLE III: CORPORATE PROCEDURES

Section 1. Principal Office – The Principal Office of the Corporation shall be located at the site of the swimming pool.

Section 2. Resident Agent – The Resident Agent of the Corporation shall be ~~the General Counsel thereof, who shall be a member of the bar of the State of Maryland~~appointed by the Board of Directors.

Section 3. Pool Management – The business and property of the Corporation shall be managed and controlled by a Board of Directors (hereinafter referred to as the “BOD”) of not more than twelve (12) persons.

Section 4. Corporate Seal – The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words “Corporate Seal” and “Maryland.” .

Section 5. Rules of Procedure – The rules of procedure governing meetings of the BOD, the Corporation, and Committees shall be as set forth in the latest edition of Robert’s Rules of Order.

Section 6. Fiscal Year – The fiscal year of the Corporation shall coincide with the calendar year, beginning January 1 and ending December 31 of each year.

Section 7. Books and Records

A. All books and records shall be open to inspection by Certificate Owners by request. Such inspection shall be limited to two (2) requests per year absent approval of the BOD to the contrary.

B. Membership records shall be kept with the Executive Secretary or as otherwise designated by the BOD; financial records shall be kept with the Treasurer; legal papers shall be kept with the General Counsel or as otherwise designated by the BOD.

C. The accounts of the Corporation shall be audited annually by a financial review panel composed of members of the Corporation, and as otherwise specified by the BOD. Except for the Treasurer or Assistant Treasurer, no member of the financial review panel shall be or shall have been a member of the BOD during the period being audited.

Section 8. Dividends and Refunds

A. There shall be no dividends paid on or in connection with Certificates.

B. There shall be no refunds or other payments to owners with respect to Certificates except as determined by the BOD.

#### Section 9. Notices and Waivers

A. All notices mentioned in these Bylaws shall be delivered to the address of the person entitled thereto shown on the books of the Corporation, and the delivery of such shall constitute good notice.

B. Whenever any notice whatever is required to be given by law, or under the provisions of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto unless such waiver is expressly prohibited by law.

Section 10. Sale of Land – The Corporation shall not dispose of any real property except with approval of a super majority of two-thirds (2/3) of the quorum of the Certificate Owners voting on such disposition at a meeting of the Corporation called in accordance with these bylaws. (See Art. IX, Sec. 4)

### ARTICLE IV: BOARD OF DIRECTORS (BOD)

Section 1. Number of Directors and Eligibility to Serve – There shall not be more than twelve (12) Directors. No voting member of the BOD may be gainfully employed by the Corporation. Only Owners of a Certificate in good standing may be members of the BOD.

Section 2. Election of BOD and Eligibility of Candidates – Four (4) Directors shall be elected annually in July of each year. Each Certificate (see Art. VII, Sec. 4A) shall be entitled to cast one (1) vote for each Director position up for election. The collection of ballots shall be conducted on the pool premises. Candidates for the BOD shall be Certificate Owners in good standing. No teller or inspector may be a candidate for election, or otherwise more directly affected by the outcome of the vote than any other Certificate Owner casting a vote.

#### Section 3. Terms of Office

A. Newly elected Directors shall take office the first meeting after closure and serve a term of three (3) years. “Closure” refers to the day the pool closes to the membership for the season, as determined by the BOD.

B. No Director shall serve more than two (2) elected/appointed consecutive terms. Any portion of a term shall constitute a term. No Certificate shall be represented on the BOD for more than two (2) consecutive elected/appointed terms. For example, a Certificate held by a husband and wife entitles those owners to a total of two (2) consecutive elected/appointed terms.

Section 4. Meeting of BOD – Regular meetings of the BOD shall be held a minimum of six (6) times per year on such schedule as agreed to by the current BOD. Due notice of scheduled meetings shall be sent to all BOD members by the Secretary at least five (5) days prior to the meeting. Special meetings may be called at any time by the President of the BOD provided he or she first obtains consent of the majority of the BOD, and due notice of such meeting, giving the purpose, shall be told each Director not less than three (3) days prior to the special meeting.

Section 5. Place of Meetings – The BOD shall hold its meetings at such place as designated by the President.

Section 6. Quorum – A simple majority of the BOD shall constitute a quorum for the transaction of business.

## Section 7. Procedure

A. At the first Directors' meeting after closure, the BOD shall organize itself and elect its own officers as follows: President, Vice-President, Secretary, Treasurer, and Assistant Treasurer. At this time, the BOD may fill any BOD vacancies. Officers shall serve for one (1) year. Any BOD member shall be eligible for any office.

B. The BOD may appoint a General Counsel and/or an Executive Secretary for a one (1) year term. They shall be considered ex-officio members of the BOD, entitled to attend all meetings, and have all rights and privileges of other members except they cannot vote. Compensation, if applicable, for the General Counsel and Executive Secretary shall be determined by the BOD.

C. The BOD shall adopt an operating budget, determine the cost of a certificate, establish dues and the maintenance fee for the year within the first quarter after the installation of Officers.

D. The BOD shall cause to be prepared and transmitted to each Certificate Owner of the Corporation at least fifteen (15) days in advance of the Annual Meeting of the Certificate Owners of the Corporation, a statement of the physical and financial condition of the Corporation covering the previous fiscal year, and a consolidated balance sheet showing the assets and liabilities of the Corporation.

E. Except as otherwise provided herein, no obligation on the part of the Corporation shall be entered into without the approval of the BOD.

F. All written obligations of the Corporation shall be executed by the President or Vice-President and Secretary and shall be solemnized by the affixation of the Corporate Seal.

G. In any action of the BOD, the BOD shall consider the paramount interest of the Certificate Owners in their enjoyment of the Corporation's facilities and shall also consider the importance of the financial position of the Corporation, and the ability of its facilities to benefit the community.

H. As part of its charge to manage the business and property of the Corporation, the BOD shall resolve any question concerning the interpretation of these Bylaws. Such resolutions shall be determined by vote of the BOD.

I. Each person who acts as a Director shall be indemnified and held harmless by the Corporation against expense actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which (s)he is made a party by reason of being or having been a Director or officer except for matters in which the person has been adjudged liable for gross negligence or willful misconduct in the performance of his or her duties, or for acting outside the scope of his or her duties as a director.

Section 8. Absence of President – In the absence of the President from any meeting, the Vice-President will conduct the meeting.

## Section 9. Removal of Director –

A. The BOD, by majority vote of its entire membership, may remove a Director who is absent from three (3) consecutive regular meetings of the BOD without valid cause; provided that, the BOD causes to be transmitted to the such Director, upon his being absent from two (2) of such meetings, notice in writing at least five (5) days prior to the third meeting of the contemplated action of the BOD should said Director fail to attend the third such meeting, or fail to furnish a valid explanation of his/her absence. The validity of such explanation shall be determined by the BOD and such determination shall be final.

B. Any Director of the Corporation may be removed from the Board

by action of the BOD. Such removal shall require a two-thirds vote of the BOD's entire membership, provided that, at least five (5) days prior to any such action, the BOD shall cause to be served upon the Director an explanation of the proposed action and the grounds for the action sought. The Director may, within five (5) days, or such additional time as the Board may specify, file with the Secretary of the Corporation his/her reply, in writing. The BOD shall consider said reply in reaching its determination of the matter.

If the Director subject to removal is dissatisfied with the decision of the BOD, that Director may, within five (5) days, appeal the BOD decision by submitting a written request for a special meeting of all Certificate Owners of the Corporation. If so requested, the BOD shall, within five (5) days, schedule the special meeting not more than thirty (30) days following the request for special meeting. The BOD shall issue a Notice of Special Meeting to all Certificate Owners. The notice of the special meeting shall:

1. be given to Certificate Owners not less than fifteen (15) days prior to the meeting; and
2. state the purpose of the meeting; and
3. provide sufficient information for the Certificate Owners to understand the circumstances of the BOD's interest in removing the Director; and
4. provide sufficient information to understand the Director's reply.

Final removal of the Director shall require an affirmative vote of two-thirds (2/3) of the Certificate Owners present at the special meeting held for that purpose.

Section 10. Vacancies – In case of any vacancy on the BOD, the remaining Directors, by an affirmative vote of a majority thereof, may appoint a successor to hold office for the remainder of that year. That position must be reaffirmed by the new BOD at their its meeting after closure. Vacancies occurring on the BOD need not be filled by the BOD.

Section 11. Committees – the BOD may provide for such Committees as it deems necessary and define their powers and duties. Each Committee shall be chaired by a Director. Members of a Committee need not be Board Members to serve. Each Committee must present a plan of action for the itself to the BOD for approval.

#### ARTICLE V: POWERS AND DUTIES OF BOD

Section 1. The President shall:

- A. Preside at all meetings of BOD and meetings of the Corporation;
- B. Sign certificates of membership;
- C. Sign and execute contracts and instruments of conveyance in the name of the Corporation along with the Secretary;
- D. Appoint and discharge agents and employees: However, appointment or discharge of the Swimming Pool Manager shall be subject to approval of BOD;
- E. Have general and active management of the business of the Corporation;
- F. Execute the mandates of the BOD;
- G. Execute written obligations of the Corporation to be solemnized by the affixation of the Corporate Seal by the Secretary. Written obligations failing to have signatures or Corporate Seal shall not be binding on the Corporation.

H. Enter no obligation on the part of the Corporation without the approval of the BOD except in matters involving less than \$500;

I. Must sign all checks in excess of \$500 with the Treasurer or Assistant Treasurer.

J. Perform all duties incident of the Office of President.

Section 2: The Vice-President shall:

A. Perform such duties as may be delegated by the President;

B. Perform the duties of the President in his/her absence;

C. May execute written obligations of the Corporation along with the Secretary;

D. May sign checks in excess of \$500 with the Treasurer or Assistant Treasurer;

E. Perform all duties incident of the Office of Vice-President.

Section 3: The Secretary shall:

A. Execute all contracts and instruments of conveyance of the Corporation along with the President or Vice-President;

B. Affix the Corporate Seal to contracts and instruments of conveyance of the Corporation

C. Record the minutes of all meetings of the BOD, the membership, and any other meetings as designated by the President.

D. Submit reports to the BOD as may be requested;

E. Keep the Corporate Seal;

F. Perform all duties incident to the Office of Secretary.

Section 4. The Treasurer shall:

A. Keep a full and accurate account of the negotiable instruments of the Corporation;

B. Render a statement of cash accounts regularly to the BOD;

C. Give a bond for the faithful discharge of his/her duties in such amount as the BOD may require and the Corporation shall pay the premium of such bond;

D. Keep the Corporate books and records of the Corporation which shall be open to inspection by the Certificate Owners by appointment only;

E. Sign all checks of the Corporation of less than \$500. As to checks in excess of \$500, there shall be signatures of two (2) of the following officers: President and Treasurer, President and Assistant Treasurer, Vice-President and Treasurer; Vice-President and Assistant Treasurer.

F. Perform all duties incident to the Office of Treasurer.

Section 5. The Assistant Treasurer shall:

A. Perform the powers and duties as the Treasurer, but only in the absence or unavailability of the Treasurer;

- B. May sign checks in excess of \$500 with the President or Vice-President;
- C. Perform all duties incident to the Office of Assistant Treasurer.

#### ARTICLE VI: THE EXECUTIVE SECRETARY

Section 1. Term of Office – the Executive Secretary may be appointed by the BOD for a term of one (1) year.

Section 2. Duties of the Executive Secretary

- A. Send all notices of the Corporation;
- B. Keep records of membership and other records as the BOD may direct;
- C. Process and issue all certificates of membership;
- D. Submit reports to the BOD as may be requested;
- E. May deposit negotiable instruments to the credit of the Corporation in such bank or banks as the BOD may designate;
- F. May endorse all negotiable instruments on behalf of the Corporation;
- G. Perform all duties incident to the Office of the Executive Secretary.

#### ARTICLE VII: MEMBERSHIP

Section 1. Eligibility – There shall be no illegal restrictions as to eligibility to purchase a membership.

Section 2. Number of Memberships – The number of memberships available for purchase each year shall be determined by the BOD.

Section 3. Types of Membership – There shall be ~~four~~ (4) types of membership: Certificate, Summer, ~~and~~ Extended Family, ~~and~~ Limited Use.

Section 4. Definition of Membership

A. Certificate Owners shall be persons who either individually or as husband and wife hold a Certificate of Ownership. Certificate Owners only shall be entitled to vote on pool business and serve as Directors. No Certificate shall have more than one vote on any issue or in any election, and no Certificate shall be represented on the BOD beyond the limits set forth in Article IV, Section 3 of these Bylaws. The Board of Directors shall have authority to establish categories of Certificate memberships and to establish fees therefore.

B. Summer Members shall be persons who ~~either individually or as husband and wife~~ purchase a seasonal pass but who do not hold a Certificate of Ownership. Summer Members may not vote or hold office. The Board of Directors shall have authority to establish categories of Summer memberships and to establish fees therefore.

C. Extended Family

1. Child Care Members shall be persons under the age of twelve (12) who are under temporary care of an adult ~~Certificate or Summer Member who is being paid for that custodial care~~ approved by the BOD. Child Care Members shall have limited access to the pool as determined by the BOD.

2. ~~House Guest Members shall be persons who are living in the household of a Certificate or Summer Member on a permanent or temporary basis. They shall pay a special fee as determined by the BOD.~~
- D. Limited Use members shall be persons who purchase a pass permitting use of pool facilities during specified but limited portions of the summer season or during specified but limited hours during the day. The Board of Directors shall have authority to establish categories of Limited Use membership, and to establish fees therefore.

## Section 5. Certificate Membership

### A. Purchases of Certificates

1. A single Certificate of Membership shall be issued to an individual or a husband and wife as tenants by the entirety upon payment of a fee as determined by the BOD each year. Only one Certificate per household shall be valid.

2. All purchases/transfers of Certificates shall be controlled by and processed through the BOD or it's designee. In accomplishing this, the BOD or it's designee shall act in accordance with the limitations, restrictions, regulations and/or service charges as set forth by the BOD.

3. The Corporation may collect a processing fee, as set each year by the BOD, for transferring Certificates. All monies derived from the processing fees shall go into the general operating funds of the Corporation. In addition, if applicable, all unpaid fees and/or assessments for a Certificate being transferred shall be paid at the time of transfer.

4. The Corporation assumes no financial or legal responsibility for the redemption of a Certificate.

B. Rights and Privileges of Certificate Owners – Upon purchase of a Certificate, an individual or couple obtains a single Membership in the Corporation. As such, a Membership may be entitled to:

1. Vote on Corporate matters – one (1) vote per Certificate;
2. Serve on BOD - No Certificate shall be represented on the BOD for more than two (2) consecutive elected/appointed terms.
3. Receive reduced rates for services and/or activities sponsored at the facility (See Art. X);
4. Receive any other privileges as determined by the BOD.
5. Each Certificate Membership is entitled to one (1) vote, if the Certificate is in good standing. A Certificate is deemed "in good standing" if all obligations in connection with the Certificate are paid or otherwise fulfilled.

### C. Duplicate Certificate

1. Upon finalization of a divorce or death involving the Owner of a Certificate, the BOD or its designee shall forthwith issue a Certificate of Membership to the spouse in whose favor ownership of the Certificate resides. In this regard, membership rights and privileges shall be subject to the single household limitation aforementioned. A fee may be charged as determined by the BOD.

2. Any person claiming a Certificate to be lost or destroyed shall make an affidavit or affirmation of that fact, whereupon, after the expiration of thirty (30) days from the filing of such affidavit or affirmation with the BOD or its designee, a Substitute Certificate shall be issued and shall bear on its face language to the fact that the same is a substitute issued in place of the lost or destroyed Certificate. A fee shall be charged as determined by the BOD.

#### D. Forfeiture and Revocation of Certificates

1. A Certificate shall be suspended if any amounts due and payable hereunder with respect to such Certificate are unpaid at any time. During such suspension, the Certificate Owner shall not be entitled to any of the benefits of membership or benefits associated with ownership of such Certificate until all amounts due are paid in full, as determined by the BOD. Notwithstanding the foregoing, a Certificate shall become subject to forfeiture to the Corporation when the accumulation of unpaid fees levied equals and/or exceeds the current purchase price of a Certificate, as determined by the BOD.

2. A Certificate may be rendered null and void by action of the BOD, upon two-thirds vote of its membership for cause; provided at least five (5) days prior to any such action, the BOD shall cause to be served upon the Owner of such Certificate a bill of complaint showing the grounds for the actions sought. The Owner of such Certificate may, within five (5) days or such additional time as the Board may specify, file with the Secretary of the Corporation his/her reply, in writing, in which event the BOD shall consider said reply in reaching its determination of the matter.

### ARTICLE VIII: DUES AND FEES

Section 1. Annual Dues – Annual dues shall be determined by the BOD each year. All members shall pay annual dues.

A. Certificate Owners and Summer Members may use the swimming pool and other facilities upon payment of annual dues as hereinafter provided for.

~~B. Unmarried, dependent children of members may use the swimming pool and facilities without payment of dues.~~

~~C. A dependent child is hereby defined according to current regulations of the Internal Revenue Service for the 12 month period immediately preceding the first day of January of the year in which said child desires to use said facilities.~~

Section 2. Maintenance Fee – To encourage active use of membership by Certificate Owners, a maintenance fee, as established annually by the BOD, shall be payable for each Certificate. Such fee is due and payable regardless of whether or not the Certificate Owner exercises his or her right to use the facilities. The non-payment of the maintenance fee for three (3) consecutive years shall be considered as evidence of non-interest in the Corporation by the Certificate Owner. Upon such evidence of non-interest, the BOD shall notify such Certificate Owner that unless the cumulative maintenance fee is paid, in full, within thirty (30) days of the date of notification, the BOD will automatically terminate the Certificate without refund or other compensation to the Certificate Owner.

Section 4. Special Assessments – The BOD may propose at an Annual or Special Meeting of the Certificate Owners, a special assessment to be levied against all Certificate Owners. An affirmative vote of the majority of the Certificate Owners in attendance must be obtained for such a proposal to be approved and made effective. A special assessment may be requested to meet financial requirements and obligations of the Corporation which, in the opinion of the BOD, if not met, would jeopardize the continued viability of the Corporation.

Section 5. BOD Dues – Each member of the BOD may be entitled to a discount in annual dues. This discount, if any, shall be determined by the BOD after the BOD has reviewed the operating budget for the current fiscal year. The discount, if any, shall apply to no more than twelve (12) BOD members in

any fiscal year. To be eligible for a discount, a Certificate Owner must be a member of the BOD at the time annual dues are payable by all Certificate Owners.

#### ARTICLE IX: MEETINGS OF THE CERTIFICATE OWNERS

Section 1. Annual Meeting – The Annual Meeting of the Certificate Owners of the Corporation shall be held on a Tuesday in April at a time and place to be designated by the BOD. Owners shall be duly notified of the same not less than fifteen (15) days prior thereto.

Section 2. Special Meeting – A Special Meeting of the Certificate Owners of the Corporation may be called at any time by the President provided the President first obtains consent in writing of not less than ten (10%) percent of the Certificate Owners. A Special Meeting shall be called by the President upon the request in writing of not less than twenty-five (25%) of the Certificate Owners. Notice of the special meeting, showing the purpose thereof, shall be given the Certificate Owners not less than fifteen (15) days prior thereto.

Section 3. Voting – At meetings of the Certificate Owners of the Corporation, each Owner of a Certificate of Membership, duly registered in his or her name in the books of the Corporation at least fifteen (15) days prior to any such meeting, may cast one (1) vote. In the case of a Certificate of Membership held by a husband and wife, either of the two (2) may cast one (1) vote. It shall be the duty of the BOD or its designee to prepare and make, at least five (5) days before every election, a complete list of Certificate Owners of the Corporation entitled to vote and such list shall be produced at the time and place of such election and kept there until the election is concluded. The President shall appoint inspectors and tellers as required.

Certificate Owners entitled to vote at a meeting may do so either in person or by written proxy. The proxy shall be filed with the BOD prior to the meeting being called to order. Such proxy shall contain:

- A. The name(s) and address of the Owner;
- B. Signature(s) of the Owner;
- C. The name and address of the person granted proxy authority, or a statement that the proxy is for quorum purposes only and the Owner abstains from voting;
- D. The date of the meeting for which the proxy will be used; and
- E. The name and address of a witness to the Owner's signature.

Unless otherwise stated in the proxy, the proxy will be valid only for items set forth in the meeting notice. No proxy shall be valid after the final adjournment of the meeting for which it is granted.

Section 4. Quorum and Procedure Where No Quorum – A quorum shall consist of not less than thirty (30) Certificate Owners. If a meeting of the Certificate Owners of the Corporation has been duly called for any purpose, and at such a meeting a sufficient number of Certificate Owners to approve or authorize the proposed action is not in attendance, then, if the notice of such a meeting stated that the procedure authorized by this Section might be invoked, the Certificate Owners present at such a meeting may, by majority vote, call a further meeting of the Certificate Owners for the same purpose. Fifteen (15) days' notice of the time, place and purpose of such further meeting shall be given by advertisement inserted in a newspaper published in Montgomery County. At such further meeting the Certificate Owners present shall constitute a quorum and, by majority vote of those present, may approve or authorize the proposed action and take any other action which might have been taken at the original meeting if a sufficient number of Certificate Owners had been present; and the notice of such further meeting shall so state.

#### ARTICLE X. USE OF FACILITIES

Section 1. General Use –

A. All use of the facilities of the Corporation must be approved by the BOD;

B. The use of the facilities of the Corporation is restricted to the occupants of one (1) household per Membership and subject to the limitations, restrictions, regulations and/or service charges as set forth by the BOD;

Section 2. Dates of Operation – the facility shall be open to the membership beginning Memorial Day weekend and ending Labor Day weekend each year subject to the discretion of the BOD.

Section 3. Guest Tickets – Members ~~or occupants of their households, including children over twelve (12) years of age~~ may bring guests subject to such limitations, restrictions, regulations and/or service charges as set forth by the BOD.

Section 4. Pool Parties – The facility may offer after hour parties for the Membership and their guests subject to the limitations, restrictions, regulations and/or service charges as set forth by the BOD.

Section 5. Pool Rentals – The facility may be offered for rental before and after hours subject to the limitations, restrictions, regulations and/or service charges as set forth by the BOD.

Section 6. Recreational Activities – The facility shall provide sports activities for the Membership subject to the limitations, restrictions, regulations and/or service charges as set forth by the BOD.

Section 7. Swim Lessons – The facility shall offer swim lessons to the Membership and the general public subject to the limitations, restrictions, regulations and/or service charges as set forth by the BOD.

Section 8. Swim Team – The facility shall sponsor a swim team subject to the limitations, restrictions, regulations and/or service charges as set forth by the BOD.

#### ARTICLE XI: AMENDMENT

Section 1. Amendment by Certificate Owners only – These Bylaws may be amended or new Bylaws made by action of a simple majority vote of the Certificate Owners of the Corporation only. Bylaws may similarly be repealed.

Section 2. Amendment Procedure – Amendment, repeal, or making of new Bylaws shall be made in the following manner: notice of the proposed amendment, repeal or new Bylaw shall be delivered to each Certificate Owner of the Corporation at least fifteen (15) days prior to any meeting at which such proposal shall be considered. Action by the Certificate Owners of the Corporation shall require a simple majority vote of Certificate Owners, unless favorable action is had under Article IX, Sec. 4.

Certified True copy:

Attest:

/s/Brenda S. Hoffmaster  
Secretary, Brenda S. Hoffmaster

/s/ Brian Nicholson  
President, Brian Nicholson

Date signed: May 10, 2006

Date: May 8, 2006

[CORPORATE SEAL]  
(original sealed)