

FORT WASHINGTON POOL ASSOCIATION
BY-LAWS Original 5/69,
Revised 4/77, 10/81, 10/92, 10/2010

ARTICLE 1. NAME

This corporation shall be known as Fort Washington Pool Association, Incorporated. (1969)

ARTICLE II. PURPOSE

The purpose of the Corporation is to promote the health and general welfare of the members and pursuant thereof to acquire, construct, own, and operate grounds and facilities, including a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities. (1969, 2010)

ARTICLE III. BOARD OF DIRECTORS

Section 1. The Corporation shall be managed by a board of nine Directors, who shall serve without compensation and who shall be elected from the Active Shareholder Members of the Corporation. (1969)

Section 2. Any Director who shall cease to hold an Active Shareholder Membership in the Corporation shall cease to be a Director. (1969)

Section 3. Five Directors shall constitute a quorum for meetings of the Board of Directors. (1969)

Section 4. At its first meeting, each Board of Directors shall elect from its members the following officers: a President, a Vice-President, a Secretary, a Treasurer, and chairpersons of the committees listed in Article V. The term of office for these positions shall be one year, but an individual may be re-elected for one or more additional years, at the discretion of the Board of Directors. (1973, 2010)

Section 5. The Board of Directors shall meet within one month after each Annual Shareholder Meeting and at such other times as the Board's rules may prescribe. Special Meetings of the Board of Directors may be called by the President or on written request of three Directors to the Secretary. (1969, 2010)

Section 6. The Board of Directors shall make an annual written report including a review of financial records at the Annual Shareholder Meeting. The financial review shall be accomplished by a person knowledgeable in accounting practices who is not a member of the Board of Directors or their immediate families. (1973, 2010)

Section 7. Any Director may be removed from office by a two-thirds vote of Shareholder Members present, in person, or by proxy at any Annual or Special Meeting of the Corporation. (1969)

Section 8. Directors shall be elected by secret ballot and plurality vote of the Shareholder Members present in person or by proxy at each Annual Shareholder Meeting. The Shareholder Members shall cast one vote for each Director to be elected and shall not have the right of cumulative voting. Candidates shall include those presented by the nominating committee, by petition, and by nomination from the floor. The term of office for Directors shall be for three years. Directors shall hold office until their successors are elected. (1969, 1973, 1987, 1992, 2010)

Section 11. Consistent with these By-Laws, the Board of Directors shall:

- (a) Transact all corporation business. (1969)
- (b) Appoint such agents or committees as it may deem necessary, in addition to those prescribed in these By-Laws, and fix the duties, powers and tenure of such agents. (1969)
- (c) Employ such persons as it may deem necessary and fix the duties, powers and tenure of such employees. (1969)
- (d) Act on all applications for membership. (1969)
- (e) Fix and impose penalties for violations of the Rules and By-Laws of the Corporation. (1969)
- (f) Designate the banks or financial institutions in which funds of the Corporation shall be deposited. Such deposits shall be fully insured by an appropriate agency of the Federal Government, except that excess funds may be deposited in a reputable and established money market fund with the purpose of earning additional interest to maintain the value of the Corporation's assets. (1973 & 1981)
- (g) Make and amend rules for its own government (1969)
- (h) Make and amend rules for the use of the Corporation facilities and such other rules as it may deem necessary, including guest policies and fees. (1969)
- (i) Fill any vacancy that may occur in any office or on the Board of Directors until a successor is elected at the next Annual Shareholder Meeting. (1969, 2010)
- (j) Suspend or expel Members as required by these By-Laws. (1969)
- (k) Recommend to the Members suspension or expulsion of any Member or anyone in the household of a Member when warranted by conduct in violation of the By-Laws or rules but improper and prejudicial to the interests of the Corporation. (1969)
- (l) Assess Annual Dues. (1969)
- (m) Expend the funds of the Corporation and give security for indebtedness in the name of the Corporation when necessary in carrying out the purpose of the Corporation. Expenditures shall be guided by the budget approved by a quorum of the Board of Directors, copies of which will be provided to the membership at the time that notification is made of the Annual Dues Assessment. Expenditures will not exceed the budget by more than ten percent (10%), except as necessary to meet emergency requirements which if not satisfied would endanger the interests of, or discontinue services of the Corporation. (1973)

Section 12. The Board of Directors may sell, mortgage, lease, or otherwise permanently dispose of or encumber for a long term the real property of the Corporation only with approval of the members. The Board of Directors may rent real property of the Corporation when in its best interests and not prejudicial to services provided to the members. (1973)

ARTICLE IV. OFFICERS

Section 1. The officers shall be a President, a Vice-President, a Secretary, and a Treasurer; and they shall be selected as prescribed in Article III. The Board of Directors may, from time-to-time, at its discretion, add an Assistant Secretary and/or Treasurer. (1969)

Section 2. The President shall perform all the duties usually incident to that office and such other duties as the Board of Directors may prescribe. The President, or in his/her absence the Vice-President, shall preside at all meetings of the Corporation or the Board of Directors; have general supervision and active management of the Corporation, its property and its employees, subject to these By-Laws and the direction of the Board of Directors; and sign, with the Secretary or another officer, and in the name of the Corporation, all written contracts and obligations of the Corporation. (1969)

Section 3. The Vice-President shall have such powers and perform such duties as may be delegated to him/her by the President or Board of Directors. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President (1969)

Section 4. The Secretary shall send out notice of Corporation meetings; keep minutes of all meetings of the Corporation or Board of Directors; sign, with the President and in the name of the Corporation, all written contracts or obligations of the Corporation; and perform such other duties as may be prescribed by the Board of Directors. (1969)

Section 5. The Treasurer shall collect and bank all Corporation funds and disburse them as directed by the Board of Directors; maintain complete financial records for the Corporation; prepare written financial reports on a yearly basis and at any other time as directed by the Board; sign all checks, which will also be countersigned by the President if the amount of the disbursement exceeds one thousand dollars (\$1000.00); maintain a complete and current list of employees and their wages and taxes; prepare such tax and payroll reports as may be required; and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall be bonded for an amount to be determined by the Board of Directors. (1969 & 1981 & 1992)

ARTICLE V. COMMITTEES

Section 1. There shall be five Standing Committees and such other committees as the Board of Directors may appoint. The Standing Committees shall be Membership, Facilities, Finance, Operations, and Grounds. A Legal Liaison is optional. The Chairman of each Standing Committee shall be selected by the Board of Directors from the Board's membership. All Board members are responsible for enforcing the rules and By-Laws of the Association. (1969, 1987, 1992, 2010)

Section 2. Each Standing Committee shall consist of the Chairman and other members as necessary. Each Chairman shall appoint his-own committee members, subject to approval by the Board of Directors. (1969 & 1992)

Section 3. The Membership Committee shall maintain a list of applicants, investigate applicants for membership and make appropriate recommendations to the Board of Directors; maintain current lists of Shareholder and Seasonal Members, including records of any special status such as suspension or expulsion; control, issue and record Certificates of Membership; and perform other functions related to membership. (1969, 2010)

Section 4. The Finance Committee shall prepare an annual budget for submission to the Board of Directors, supervise all activities related to fund raising, and manage the finances of the Corporation. The Treasurer shall be a member of this Committee. (1969)

Section 5. The Operations Committee shall draft the rules for the use of the facilities of the Corporation, manage the operation of the facilities, special programs and ensure compliance with applicable regulations of Prince Georges County Health Department. The Swim Team shall be a subcommittee under the Operations Committee but operating with their own management team, budget and funds. The Swim Team budget and management structure must be approved by the Board of Directors and activities coordinated with the Operations Committee or FWPA Board of Directors. The Swim Team shall provide financial records or other information as needed. (1969, 2010)

Section 6. The Facilities Committee shall plan for and supervise the technical operation, maintenance, repair and construction of all Corporation facilities. (1969, 1992, 2010)

Section 7. The Grounds Committee shall plan for and supervise the upkeep of the landscape to include the grass, trees, plants, road, parking areas, boat storage and beach. (2010)

Section 8. The Legal Liaison shall handle all legal matters for the Corporation, prepare or review all contracts exceeding two thousand five hundred dollars (\$2500.00) entered into by the Corporation, recommend changes to the By-Laws as appropriate, and maintain the record set of By-Laws. (1969, 1981, 1992 & 2010)

Section 9. The President, with approval of the Board of Directors, shall appoint a three-member nominating committee each August. This Committee shall nominate one candidate for each vacancy of the Board of Directors that is to be filled at the next

Annual Shareholder Meeting and shall report these nominations to the Secretary by 15 September. The names of the nominating committee members shall be made available upon request of any Shareholder Member. Candidates to fill vacancies on the Board of Directors may also be nominated by petition of ten percent (10%) of the members to the Secretary prior to 15 September and by nomination from the floor at the Annual Shareholder Meeting. (1969, 1973 & 2010)

Section 10. All Committee actions, except nominations submitted by the Nomination Committee, shall be subject to approval of the Board of Directors. (1969, 2010)

ARTICLE VI. MEMBERSHIP

Section 1. Shares shall be limited to 185. (1974 & 1992)

Section 2. Membership shall be open to any person or family who has been approved for membership in accordance with these By-Laws. (1969 & 1981)

Section 3. There shall be six types of membership:

Shareholder - Voting Members: (2010)

- (a) Family (2010)
- (b) Senior (2010)
- (c) Individual (2010)

Seasonal - Non-voting Members: (2010)

- a) Family (2010)
- (b) Senior Citizen (2010)
- (c) Individual (2010)

Section 3.1. A Shareholder Member shall be defined as a holder of a Certificate of Membership. When a Certificate is issued in more than one name, only one vote shall be allowed for that share. (1969, 2010)

Section 3.2. A Senior Citizen Shareholder Member shall be defined as a Shareholder Member with at least one member of the household family having attained the age of 60. (1981)

(a) Senior Citizen Shareholder Membership shall be restricted to households of not more than three persons.

(b) Application for Senior Citizen Shareholder Membership shall be made in writing to the Membership Committee on or before May 1 of the year for which recognition of such status is requested, and shall be treated as a Membership Application subject to the approval of the Board of Directors as provided in Section 4(a).

(c) Senior Citizen Shareholder Members shall, pursuant to the discretion of the Board of Directors to set dues for different classes of members, be entitled to reduced Annual Dues. The Board's authority to reduce Annual Dues for Senior Citizen Shareholder Members shall not imply that share value for Membership Certificates or special assessments will be reduced. (1991)

Section 3.3. An Individual Shareholder Member shall be defined as a Shareholder Member who is the sole person using the facilities and has attained the age of 21. (1991, 2010)

(a) Application for Individual Shareholder Membership shall be made in writing to the Membership Committee on or before May 1 of the year for which recognition of such status is requested, and shall be treated as a Membership Application subject to the approval of the Board of Directors as provided in Section 4(a).

(b) Individual Shareholder Members may, pursuant to the discretion of the Board of Directors to set dues for different classes of members, be entitled to reduced Annual Dues. The Board's authority to reduce Annual Dues for Individual Shareholder Members shall not imply that share value for Membership Certificates or special assessments will be reduced.

Section 3.4. A Seasonal Member shall be defined as one who has paid the Annual Dues, or prorated portion thereof, but does not hold a Certificate of Membership. Seasonal Members shall have access to the property from Memorial Day Weekend to October 31st and shall be entitled to all privileges of the Corporation except voice and vote. (1969, 1990, 1992 & 2010)

Section 3.5. A Senior Citizen Seasonal Member shall be defined as a Seasonal Member with at least one member of the household family having attained the age of 60. (1987, 2010)

(a) Senior Citizen Seasonal Membership shall be restricted to households of not more than three persons. (2010)

(b) Senior Citizen Seasonal Members may, pursuant to the discretion of the Board of Directors to set dues for different classes of members, be entitled to reduced Annual Dues. (2010)

Section 3.6. Individual Seasonal Members shall be defined as a Seasonal Member who is the sole person using the facilities and has attained the age of 21. (1991, 2010)

(a) Individual Seasonal Members shall, pursuant to the discretion of the Board of Directors to set dues for different classes of members, be entitled to reduced Annual Dues. (2010)

Section 3.7 Seasonal Memberships may be limited at the discretion of the Board of Directors. (1969, 2010)

(a) Season Memberships may be involuntary terminated by a 2/3 vote of the Board of Directors, after the member is given the opportunity for a hearing, for: (1973)

(1) Failure to pay the Seasonal Dues, or (1969)

(2) Failure to pay any other indebtedness to the Corporation, including any indebtedness of the member's immediate household family or the member's guests, within thirty day after written notice has been mailed to the member that failure to pay such debts within thirty days will be cause for suspension or termination of membership, or (1969)

(3) Repeated instances of improper conduct or violation of the rules or by-laws of the Corporation by the member, persons in the member's immediate household family, or the member's guests. (1969)

(b) Membership may be involuntarily suspended or terminated for other reasons by a two-thirds vote of the Members present in person or by proxy at any Special or Annual Shareholder Meeting. The Board of Directors may, by two-thirds vote, temporarily suspend the membership in question for not over thirty days immediately prior to such meeting. (1969, 2010)

Section 3.8. A Guest is defined as a non-member who is invited by a Member to use the Corporation's facilities. The Guest is subject to a daily fee which is paid by the member, as determined by the Board of Directors, for the use of those facilities and must be accompanied by the member. (1992, 2010)

Section 4. SHAREHOLDER MEMBERSHIP APPLICATIONS (2010)

(a) Membership applications will be screened by the Membership Committee, who will make an appropriate recommendation to the Board of Directors. The Board of Directors will vote on each application at the next meeting after receiving the application, and a two-thirds vote of the Board is necessary to approve membership. (1969)

(b) When the shareholder membership has reached the maximum authorized by Section 1 of this Article, applications for membership will be entered on a waiting list and acted upon as vacancies occur. (1969, 2010)

Section 5. PRIVILEGES OF MEMBERSHIP

(a) Members and all persons of their household family shall be entitled to the privileges of the Corporation, subject to these By-Laws and such rules as the Board of Directors may prescribe. The Board of Directors shall have the sole power to determine the status of any person who may be a member of the household or a member of the family. (1969)

(b) Shareholder Members shall have the right to vote at all meetings of the membership, to transfer their Certificates of Membership in accordance with these By-Laws and to share in the assets of the Corporation on dissolution thereof. (1969)

(c) Shareholder Members and all persons in the Members' immediate household families over the age of 21 shall have the right to be elected to the Board of Directors, to hold office, and to serve on committees. (1969, 2010)

(d) Seasonal Members are not eligible to vote at meetings of the membership, to share in the assets of the Corporation on dissolution thereof, to be elected to the Board of Directors, and to hold office, (1992, 2010)

Section 6. CERTIFICATES OF MEMBERSHIP

(a) The price of a Certificate of Shareholder Membership shall be determined by the Board of Directors. (1969, 2010)

(b) Each Shareholder Member, upon approval of his application and payment in full of the price of a Certificate of Membership and the Annual Dues, or prorated portion thereof, shall be issued a Certificate of Membership in the form prescribed by the Board of Directors and signed by both the Membership Chairman and the President. (1969, 2010)

(c) Certificates of Shareholder Membership may be assigned, sold, or transferred only as prescribed below: (2010)

(1) Certificates may be sold directly by a Shareholder Member in good standing. (1969 & 1992)

(2) The Corporation may buy the Certificate, though it is not obligated to do so, at the current price. Should the Corporation choose not to buy the Certificate, the Corporation shall offer to hold the Certificate and sell it for the Member. (1969)

(3) Shareholder Members are responsible for paying any assessed maintenance fees until their shares are sold. The value of shares of those who do not pay maintenance fees shall be decreased by the amount of the maintenance fee established annually by the Board. When the value of the share equals zero, membership shall be terminated. (1987 & 1992, 2010)

Section 7. TERMINATION OF MEMBERSHIP

(a) Membership may be voluntarily terminated as prescribed in Article VI, Section 6 (c), and paragraph (c) of this Section. Membership may be involuntarily suspended or terminated by a two-thirds vote of the Board of Directors, after the member is given the opportunity for a hearing, for: (1973)

(1) Failure to pay the Annual Dues by 31 May, or (1969)

(2) Failure to pay any other indebtedness to the Corporation, including any indebtedness of the member's immediate household family or the member's guests, within thirty day after written notice has been mailed to the member that failure to pay such debts within thirty days will be cause for suspension or termination of membership, or (1969)

(3) Repeated instances of improper conduct or violation of the rules or by-laws of the Corporation by the member, persons in the member's immediate household family, or the member's guests. (1969)

(b) Membership shall be involuntarily terminated when the net value of shares reduced by unpaid maintenance fees becomes zero. (1987 & 1992)

(c) Membership may be involuntarily suspended or terminated for other reasons by a two-thirds vote of the Members present in person or by proxy at any Special or Annual Shareholder Meeting. The Board of Directors may, by two-thirds vote, temporarily suspend the membership in question for not over thirty days immediately prior to such meeting. (1969, 2010)

(d) Any Certificate of Shareholder Membership involuntarily terminated shall be assigned to the Corporation within ten

days after the Shareholder Member is notified in writing of such termination. Upon receipt of the Certificate, the President shall direct the Treasurer to refund to the terminated Member the current value of the Certificate of Membership, less all unpaid charges and liabilities of the Member, the Member's immediate household family, and the Member's guests. In the event of the Corporation being unable to obtain possession of the Certificate of Shareholder Membership, it shall be canceled on the books of the Corporation. Neither the signature of the holder nor the delivery of the Certificate shall be requisite to effect acquisition by the Corporation. (1969, 2010)

(e) The termination of membership for any cause whatsoever shall operate as a release of all right, title, and interest to the property, assets, and privileges of the Corporation; and the Certificate of Shareholder Membership shall become void as to such Member. (1969, 2010)

ARTICLE VII. FEES, DUES, AND ASSESSMENTS

Section 1. The price of a Certificate of Shareholder Membership shall be established by the Board of Directors. (2010)

Section 2. The Board of Directors shall establish the amount of dues for different classes of membership, the manner in which such dues shall be prorated, and when and by whom dues are payable, (1969)

Section 3. The Corporation shall not be required to refund any dues or part thereof in the event that facility operations are suspended for any reason. (1969)

Section 4. In the event of the dissolution of the Corporation, and in no other event, upon the effective date of dissolution. Certificates of Shareholder Membership shall be a lien upon the assets of the Corporation after the payment of all its just debts and obligations and subject to set-off of all obligations owed to the Corporation by the Shareholder Member. (1969, 2010)

Section 5. Annual dues are payable not later than 1 May. No member shall be entitled to use the Corporation facilities until all outstanding dues are paid in full. A Shareholder member may hold the Certificate of Shareholder Membership without liability for Annual Dues by informing the Secretary in writing prior to 1 May of the intent not to use the Corporation facilities at any time during the year, and with payment of the annual maintenance fee. The number of such inactive memberships may be limited by the Board of Directors. (1969 & 1992, 2010)

Section 6. A Shareholder Member who holds two or more Certificates of Membership is not required to pay an annual maintenance fee for the additional certificates. (1982)

Section 7. The Board of Directors may levy a capital assessment upon all Shareholder Members by a majority of vote of all Shareholder Members present in person or by proxy at any Special or Annual Shareholder Meeting. Such an assessment shall increase the price of a Certificate of Membership by a like amount if the assessment is for capital improvements. (1969, 2010)

Section 8. Shareholder Member shall be responsible for all charges or assessments that may be incurred by or imposed upon him/her, members of the member's immediate household family, or by the member's guests. (1969)

Section 9. All prices, dues, and other charges mentioned herein are exclusive of any fees or taxes imposed by any governmental body or agency. (1969)

Section 10. The Board of Directors may assess a Member for any Corporation property lost or damaged by such Member, persons in the Member's immediate household family, or the Member's guests. (1969)

Section 11. Each active Shareholder Member, or a member's assignee, will annually donate time for tasks, designated by the Board of Directors and benefiting the Corporation. For sufficient time donated in one year, the Board shall waive the maintenance fee for that year.

The amount of time shall be determined by the Board. (1987 & 1992)

Section 12. Shareholder Members are responsible for payment of any assessed maintenance fees (those costs associated with taxes, property upkeep, etc.) even if they do not pay annual dues. (1987 & 1992)

Section 13. The value of shares of Shareholder Members who do not pay annual fees or maintenance fees shall be decreased by the amount of a maintenance fee established annually by the Board. When the value of the share equals zero, membership shall be terminated. (1987 & 1992)

ARTICLE VIII. MEETINGS AND VOTING

Section 1. The Annual Shareholders Meeting of the Corporation shall be held in October each year at such place and time as the Board of Directors shall determine. (1969, 2010)

Section 2. A Special Meeting of the Members may be called at any time by the Board of Directors or by written request to the Secretary from one-third of the Members; such requests shall state the specific purpose of the meeting. (1969)

Section 3. Written notice of the time and place of each Special or Annual Shareholder Meeting shall be mailed to each Member at his last known address at least ten days prior to the meeting. (1969, 2010)

(a) The notice of an Annual Shareholder Meeting shall include the names of the candidates nominated by the Nominating Committee and a list of the major items of business. (1969, 2010)

(b) The notice of a Special Meeting shall include the specific purpose for which the meeting is called, and no other business shall be transacted at the meeting. (1969)

Section 4. The Shareholder Members present, in person or by proxy, shall constitute a quorum at any Annual Meeting or Special Meeting. (1969, 2010)

Section 5. Voting shall be limited to one vote per Certificate of Shareholder Membership. A Shareholder Member who is delinquent in debts to the Corporation shall not be entitled to vote. Except as otherwise provided in these By-Laws, all questions submitted to the membership shall be decided by a majority vote of all Shareholder Members present, in person or by proxy. (1969, 2010)

Section 6. Except as otherwise provided in these By-Laws, voting may be by a show of hands, except that one-fourth of the Shareholder Members present, in person or by proxy, shall have the right to ask for a secret ballot. (1969)

Section 7. Shareholder Members in good standing are authorized to act as proxies for other qualified Shareholder Members at business meetings of the Corporation. (1973)

(a) All proxy authorizations shall be in writing and shall indicate the specific issues in which the proxy is to represent the member, or authority for the proxy to represent the member regarding voting on general business conducted at meetings of the Corporation. (1973)

(b) A Shareholder Member of the Corporation may vote not more than Five percent of the total Shareholder membership, including both the member's individual vote and assigned proxies at business meetings of the Corporation. (1973)

Section 8. A shareholder who owns multiple shares will have only one (1) vote at the Annual Shareholder or Special Meetings. (2010)

ARTICLE IX AMENDMENTS

Section 1. These By-Laws, except for those provisions calling for approval of the Members, may be amended by a two-thirds vote of the Board of Directors; and such amendments shall be effective unless rejected by a majority of the Shareholder Members present, in person or by proxy, at the next Annual Shareholder or Special Meeting. The written notice of every Annual Shareholder or Special Meeting shall include notice of any amendments made by the Board of Directors since the previous Annual or Special Meeting. (1969, 2010)

Section 2. These By-Laws may be amended by a two-thirds vote of the Shareholder Members present, in person or by proxy, at any Annual or Special Meeting, provided written notice of all proposed amendments is mailed to each Member at his/her last known mailing address at least 10 days prior to the meeting. Amendment of the By-Laws may be initiated by the Board of Directors or by a petition signed by at least one-third of the Shareholder Members. (1969)