

Crosby Crossing Swim Club

Bylaws

ARTICLE I

PURPOSE

This Club formed to promote the health and general welfare of the community by providing an area for general recreation, and swimming; together with such incidental objects as are appropriate in the conduct of its activities on a non-profit basis, in Baltimore County, State of Maryland.

ARTICLE II

MEMBERS

ARTICLE II – SECTION I

Membership in this Club shall consist of:

A. Major Family Membership

A family of at least three (3) persons consisting of:

- (1) Active Member – Adult head of household at age of 19 or over.
- (2) Family Member – Active member’s spouse and unmarried dependent children 25 years of age and under.

B. Minor Family Membership

A family of two (2) persons consisting of:

- (1) Active Member – Adult head of household at age of 19 or over.
- (2) Family Member – Active member’s spouse and unmarried dependent child 25 years of age and under.

C. Individual Membership

- (1) Active Member – Adult person at the age of 19 and over.

D. Special Member

- (1) Other bonafide member who shall pay annual dues of \$90, upon Board approval of written request received by the Board on an annual basis.

In the context of these Bylaws, the term “spouse” is used to include the household partner of the active member.

Any of these classes of membership shall be called “Conditional Membership” if said prospective member elects the bond payment option. The term “Conditional” shall be dropped

at the completion of the bond payment term, which shall be established by the Board of Directors with the limitation that the bond payment term shall be no more than three years.

ARTICLE II - SECTION II

Persons desiring to become members shall complete an application form to be furnished by the Board of Directors.

ARTICLE II - SECTION III

The Board of Directors shall vote upon the admission to the Club of each applicant recommended by the Membership Chairman and shall confer membership only upon those applicants who shall be approved by two-thirds (2/3) of the members of the Board.

Applications of persons residing within the boundaries of Westview Park shall be acted upon by the Board of Directors before applications of persons residing without those boundaries.

ARTICLE II - SECTION IV

Any member of the Club may withdraw at any time subject to the provisions of Article III and there shall be no refund of the current year's dues.

Dues are payable by April 30th and any member withdrawing after that date is indebted to the Club for the current year's dues and any applicable late fees.

ARTICLE II – SECTION V

Any member of any class may, for cause and after having been given an opportunity for a hearing, be suspended for a period of not exceeding three months by a two-thirds (2/3) vote of the members of the Board of Directors' present at any meeting thereof, or expelled by a three-fourths (3/4) vote of the entire membership of the Board. Cause for suspension, or expulsion shall, in general, consist of violation of these Bylaws or of the Rules of the Club, or of conduct unbecoming a lady or gentleman.

ARTICLE II – SECTION VI

- A. All classes of members of the Club shall be accorded facilities of the Club subject to the rules and regulations, which shall be issued and posted within the Club.
- B. The Board of Directors at its discretion may extend the privileges of the Club to any person or persons.
- C. The Board of Directors shall fix the terms and conditions upon which guests of members may use the facilities of the Club.
- D. Any property of the Club broken or damaged by a member or his guest, shall be paid for by such member within ten (10) days after being billed for such property by the Treasurer.

- E. The Club assumes no responsibility, and the members or their guests can have no claim against the Club, for the property of members or any guest, which may be brought into or left in the Club buildings, or on the grounds.
- F. The Club assumes no responsibility, and members or their guests can have no claim against the Club, for any accident or injury to any person or their property.

ARTICLE II – SECTION VII

The number of memberships of the Club shall be established at 400 but in the discretion of the Board of Directors this number may be decreased.

**ARTICLE III
DUES AND FEES**

ARTICLE III – SECTION I

- A. The Board of Directors, by the end of the calendar year, shall establish dues for each class at its first meeting after the Annual Meeting of the members, shall establish dues for each class dues for each class of membership for the ensuing year.
- B. Dues shall be paid on or before April 30th.
- C. Any member who fails to pay his dues by April 30th, shall pay a \$25.00 surcharge as a late payment penalty.
- D. Any member of any class who fails to pay his dues by May 30th, shall be denied the privileges of the Club and an additional \$25.00 surcharge shall be paid as a late penalty.
- E. The Membership of any member who has not paid his dues plus any late payment penalties by June 15th, may become ineligible for sale or transfer.
- F. The annual dues shall be established by the Board of Directors.
- G. No dues, penalties or any part thereof shall be refunded for any reason whatsoever.
- H. A maintenance assessment equal to 15% of the annual dues shall be placed against each membership. In lieu of paying this assessment, a member may choose to work no less than four (4) hours during workdays established by the Board of Directors.

ARTICLE III – SECTION II

- A. As a condition of membership, each member accepted by the Board of Directors shall be required to purchase a permanent bond, the amount of which to be determined by the Board of Directors, but which shall not exceed \$600.00 not including any local, state or federal taxes which may be applicable.

- B. In lieu of purchasing said bond, a member may elect to pay a non-refundable fee of \$50. This classification, "Trial Member", would require that all annual dues and fees be paid in addition to this one (1) time initiation fee. Trial Members would not be extended voting privileges or be allowed to hold a position on the Board of Directors. A Trial Membership is only available for one (1) year.
- C. To convert a "Trial Membership" into a membership with no restrictions, a bond may be purchased for a difference of the non-refundable initiation fee and the current bond value. The right of any member to convert his/her membership is subject to approval by the Board of Directors.

ARTICLE III – SECTION III

- A. Bond should be issued in the name of the Active Member, provided, however, that a husband and wife may own a bond jointly, but only one of the joint owners may be designated the Active Member.
- B. Bonds shall not be transferable and shall contain an appropriate notation to that effect on the face of thereof, provided, however, that any Active Member may, with the prior approval of the Board of Directors, transfer his bond to his spouse or descendants. In the case of such a transfer within the family, the old bond must be surrendered and the Board or Directors shall issue a new bond in the name of the transferee. If the transferee is the spouse of the former Active Member, the new bond shall be issued at the same face value as the bond surrendered. If the transferee is any other member of the former Active Member's family, the new bond shall be issued at the current value and the transferee shall pay the difference.
- C. Except for payment as hereinafter provided, each bond shall become null and void upon the date that the holder thereof ceases to be a member for any cause. The time and manner in which the holder shall be paid the value of his bond, subject to the provisions of Article III – Section V hereof, shall be determined by the Board of Directors, provided, however, that each bond shall be redeemed in the chronological order in which the memberships terminate, and as soon as payment is received from an incoming member. However, a present member shall be reimbursed for their bond value, if that member finds a buyer for their bond at the current rate and subject to approval of the Board of Directors.

ARTICLE III – SECTION IV

In the event of the dissolution of the Club in any manner or for any cause, and in any other event, upon the effective date of dissolution of the Club, bonds shall be a lien upon the proceeds of the sale of the property of the Club after the payment of all its just debts and obligations to the extend of the then value of bonds as fixed by these Bylaws, subject to set-off of all debts, dues and obligations owed by the holder of the Club. After payment of all bonds, outstanding upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed pro rata among the then membership of the Club.

ARTICLE III – SECTION V

Upon cessation of membership for any cause all indebtedness owing to the Club by a member shall be a lien upon and charged against his/her bond, and the bond may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the bond, it may be canceled on the books of the Club, and a new bond issued in place thereof to a newly elected member on payment by him/her to the Club of the then value of a bond as fixed by these Bylaws. In case of the enforcement of a lien, as above herein provided, neither the signation of the holder nor the delivery of the bond shall be requisite to perfect transfer to the Club, or to a new possessor, and the Treasurer of the Club for the time being is hereby authorized, as the attorney of the holder of such bond, to make such transfer. Every bond issued is expressly subject to the provisions of this section.

ARTICLE III – SECTION VI

Members shall be responsible for the prompt payment of all charges, assessments and liabilities that may be imposed upon or incurred by members of their family to whom the privileges of the Club shall have been extended and for all charges, assessments and liabilities imposed upon or incurred by guests introduced by them. Those members who fail to do so are subject to the conditions as stated in Article III – Section I – E. In this event, Article III – Section V shall be imposed.

ARTICLE III – SECTION VII

All fees and other charges mentioned herein are exclusive of taxes imposed by Federal, State and other governmental bodies and agencies, unless herein stated.

ARTICLE IV MEETINGS

ARTICLE IV – SECTION I

- A. The **Annual Meeting** of the Club shall be held prior to the conclusion of the pool season, at such place and time as the Board of Directors may determine.
- B. The **Annual Meeting** shall be for the purpose of electing Directors, presenting committee reports, and for the transaction of other business as may be indicated in the notice or may be brought up before.

ARTICLE IV – SECTION II

Special Meetings of the Club may be called by the Board of Directors. Also, upon the written request of fifty (50) members to the Secretary, stating the purpose therein, a special meeting shall be called by the Secretary within thirty (30) days.

ARTICLE IV – SECTION III

- A. Notice of the **Annual Meeting** shall be given by mail to the members at least ten (10) and not more than ninety (90) days prior thereto. The notice of the **Annual Meeting** shall include a ballot listing the names of candidates nominated by the Nominating Committee.

- B. **Special Meetings** of the Club may be held on at least ten (10) and not more than ninety (90) days notice by mail to all members. The notice shall state the purpose for which the **Special Meeting** is called, and no other business shall be transacted thereat.
- C. Time and place of all meetings shall be designated by the Board of Directors.

ARTICLE IV – SECTION IV

- A. Only Active Members (one adult per bonded family) shall be entitled to vote.
- B. The election of Board of Directors shall be by secret ballot, which shall be mailed to all Active Members along with the notice of the Annual Meeting. The secret ballot shall be returned to the Election Judges, named by the Board of Directors, at, or prior to, the Annual Meeting. All such ballots must be voted personally by the Active Members.
- C. Any Active Member may be represented and vote by written proxy on any matters. Such voting may be by voice, but then, ten (10) Active Members including those represented by proxy shall have the right to demand voting by roll call.

ARTICLE IV – SECTION V

Fifteen (15) Active Members present in person shall constitute a quorum at all Club meetings.

ARTICLE IV – SECTION VI

Whenever in these Bylaws notice to Active Members is required, the mailing of such notice to the last known address of the members shall constitute notice.

ARTICLE IV – SECTION VII

- A. The Board of Directors shall hold its first meeting following the Annual Meeting of the members in each year as promptly as practical.
- B. The Board of Directors may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.
- C. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary upon the request of a majority of the members of the Board.
- D. Notice of the regular monthly, and special Board meetings, shall be given by mail, telephone or in person to each member of the Board at least five (5) days before the date of the meeting.

**ARTICLE V
BOARD OF DIRECTORS - SELECTION**

ARTICLE V – SECTION I

This Club shall be managed by a Board of Directors of not more than twelve (12) nor less than five (5) in number as determined by a majority of the Active Members.

ARTICLE V – SECTION II

At each Annual Meeting of Active Members, one-third (1/3) of the Directors shall be elected for a term of three (3) years or until their successors shall have been elected and duly qualified.

ARTICLE V – SECTION III

Any Active Member or Family Member, twenty-one (21) years of age or older shall be eligible for election to the Board of Directors, provided however, that no more than one (1) member of the family shall be eligible to serve on the Board of Directors at any one time.

ARTICLE V – SECTION IV

No Director shall serve for more than six (6) consecutive years.

ARTICLE V – SECTION V

Any Director who shall cease to hold a membership in the Club automatically shall cease to be a member of the Board of Directors.

**ARTICLE VI
BOARD OF DIRECTORS - DUTIES**

ARTICLE VI – SECTION I

Consistent with these Bylaws, the Board of Directors shall:

- A. Manage all Club property and transact all Club business except that:
 - 1. No single capital expenditure, or sale of pool property shall be made by the Board of Directors in excess of \$2,500.00 in any one year, except in case of emergency repair, unless approved by a vote of a majority of the Active Members present in person or by proxy at the Annual Meeting or at any Special Meeting called for that purpose.
 - 2. The Board of Directors shall not obligate the Club in any way for a period of more than one (1) year without the approval of a majority of the Active Members present in person or by proxy at the Annual Meeting or at any Special Meeting called for that purpose.
- B. Make and amend rules for the regulation of the use of the Club property. It may appoint and remove such officers, clerks, agents, or employees as it may deem necessary and may fix their duties and compensations.
- C. Approve members.

- D. Fix, impose and remit penalties for violations of these Bylaws and rules of the Club.
- E. Elect from the Board of Directors a President, a Vice-President (Administration), a Vice-President (Pool and Grounds), a Secretary, and a Treasurer.
- F. If necessary, create the offices of Assistant Secretary and Assistant Treasurer and appoint one or more persons, who need not be members of the Club, to such offices.
- G. Fill any vacancy in the membership of the Board of Directors to serve until the next Annual Meeting of Active Members.

ARTICLE VI – SECTION II

The Board of Directors shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed. However, the Board of Directors shall always require that at least two (2) officers sign all checks, drafts or other instruments for the payment of money drawn in the name of the Club. Both officers shall be bonded.

ARTICLE VI – SECTION III

The Board of Directors shall meet at least once a month from April through September and at such other times and intervals as they may deem necessary.

- A. Two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum.

ARTICLE VI - SECTION IV

The Board of Directors shall cause the books of the Club to be audited/reviewed annually by auditors selected by the Directors, who shall neither be Directors nor officers of the Club and the report of the auditors shall be available to the members at all times.

ARTICLE VI – SECTION V

In the event a question before the Board of Directors results in a tie vote, which cannot be resolved, the question shall then be submitted to the membership for decision.

ARTICLE VI – SECTION VI

Nothing in these Bylaws shall be construed to permit the Board of Directors to borrow or pledge the credit of the club without the specific approval of the membership at a duly held meeting.

ARTICLE VI – SECTION VII

Any member of the Board of Directors may be removed from office by a majority vote of the Active Members present in person or represented by proxy at either an Annual Meeting or a Special Meeting called in accordance with these Bylaws.

**ARTICLE VII
OFFICERS**

ARTICLE VII – SECTION I

The officers of this Club shall be a President, a Vice-President of Administration, a Vice-President of Pool and Grounds, a Secretary, a Treasurer and if deemed necessary by the Board of Directors, an Assistant Secretary and an Assistant Treasurer. The President, Vice-Presidents, Secretary and Treasurer shall be elected annually by the Board of Directors from among its members and shall hold office until the election of new officers. The Assistant Secretary and Assistant Treasurer shall be appointed by the Board of Directors and hold office at its pleasure.

ARTICLE VII – SECTION II

The President shall preside at the meetings of the Club and the Board of Directors. He shall be the administrative officer of the Club, he shall have the general management and direction of the activities of the Club. He shall appoint, subject to the confirmation by the directors, all standing and operating committees, designating the chairman thereof. He shall be, ex-officio, a member of all committees.

ARTICLE VII – SECTION III

The Vice-President (Administration), in the absence of the President, shall act in his stead. He shall under the direction of the President, attend to the business and financial operations of the Club with the Chairman of the Finance Committee. He shall be ex-officio, a member of all committees.

ARTICLE VII – SECTION IV

The Vice-President (Pool and Grounds), in the absence or disability of the President and Vice-President (Administration), shall act for the President. He shall under the direction of the President attend to the operation and maintenance of the physical plant and properties of the Club.

ARTICLE VII – SECTION V

The Secretary or his/her appointed representative, shall send out the notices of the meetings of the Club and of the Board of Directors, keep the minutes and attend to the correspondence pertaining to his office. He shall perform such duties pertaining to his office as may be asked of him/her by the Board of Directors.

ARTICLE VII – SECTION VI

- A. The Treasurer or his/her appointed representative shall attend to keeping the accounts of the Club, collecting its revenues, and paying its bills as approved by the Board of Directors, or other agency authorized by the Board to incur them. He/She shall perform such other duties pertaining to his/her office as may be asked of him/her by the Board.

- B. Bills and statements for guest fees and other incurred charges will be rendered monthly on or before the 10th of the month for the preceding month by the Treasurer to the members.

ARTICLE VIII

ELECTIONS

ARTICLE VIII – SECTION I

- A. At a regular meeting of the Board of Directors prior to the Annual Meeting of members, there shall be appointed a Nominating Committee not more than five (5) members of the Club, none of whom shall be a member of the Board. The Nominating Committee shall select a complete list of candidates, whose names shall be submitted by ballot to the Active Members along with the notice of the Annual Meeting.

- B. At this Annual Meeting three (3) Election Judges shall be appointed by the Board of Directors, one of which shall be the Secretary of the Club.

ARTICLE IX COMMITTEES

ARTICLE IX – SECTION I

- A. The standing committees shall be those deemed necessary by the Board of Directors.

- B. The duties and powers assigned in these Bylaws to the standing committees, shall be subject to the authority of the Board of Directors.

ARTICLE X INDEMNIFICATION and DEFINITIONS

ARTICLE X – SECTION I

- A. Each person who acts as a Director or officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his/her being or having been a Director or officer of the Club, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Club in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his/her duties.

- B. The right of indemnification provided herein shall inure to each Director and officer referred to in Article X – Section I – Part A, whether or not he is such Director or officer at the time such costs or expenses are imposed or incurred, and in the event of his/her death shall extend to his legal representatives.

ARTICLE X – SECTION II

Any question as to the meaning for proper interpretation of any of the provisions of these Bylaws shall be determined by the Board of Directors.

ARTICLE X – SECTION III

Whenever mention is made herein to age of members, it shall be the age attained as of January 1st of the current year.

ARTICLE X – SECTION IV

These Bylaws may be amended by a two-thirds (2/3) vote of the Active Members present in person or represented by proxy, at any meeting of the Club, provided at least ten (10) days notice of such amendment by mail shall be given to each such member.

ARTICLE X – SECTION V

The fiscal year of the Club shall run from November 1st to October 31st.

Amendments to the Bylaws

<u>Date</u>	<u>Authority</u>	<u>Section</u>	<u>Change</u>
9/29/07	Membership	Art. III – Section I – F	Remove “not to exceed” amount of annual dues.
9/29/07	Membership	Art. III – Section I - H	Allows for post-season work days.
9/29/07	Membership	Art. III – Section II – A	Clarifies the type of Bond required.
9/29/07	Membership	Art. III – Section II – B	Replaces “Secondary Membership” with “Trial Membership”
9/29/07	Membership	Art. III – Section II – C	Removes administrative fee for Trial Membership conversion.
9/29/07	Membership	Art. IV – Section IV – A	Clarifies who can vote.
9/29/07	Membership	Art IV – Section IV – C	Allows proxies to be used for elections