

DULANEY SWIM CLUB, INC.

BY-LAWS

as approved by the Stockholders
February 6, 1991
and Amended Most Recently
November 6, 2007

- Name** - Dulaney Swim Club, Incorporated
- Definition** - A member-owned, non-profit Corporation which owns and operates a swimming pool facility on Ridgely Road at Margate Road in Timonium, Maryland.
- Purpose** - Said Club exists and operate for the recreation, pleasure and fellowship of its members, who are primarily families from the immediate facility locality.

ARTICLE I

MEMBERS

Section 1. Membership in this Club shall be constituted by both ownership of stock, which is the initiation fee and membership certificate, and by timely payment of annual dues.

Membership of the Club shall be no more that 385 Family Memberships and 85 Individual Memberships.

The following memberships may be issued and recognized by this Club.

a. Family Membership

Issued to husband and/or wife and all unmarried children living at home, if any, residing principally with the parent or parents holding the membership certificate. The Board of Directors may, in its discretion, extend a Family Membership on a year-to-year basis to include married children, parents or parents-in-law residing with and dependent upon and supported by the person or persons holding a membership certificate, or to such other persons as may be fair and equitable under the circumstances.

b. Individual Membership

Issued to individual persons not qualifying above.

Section 2. Application for membership must be made in writing to the Membership Secretary on forms provided by the Club. A non-refundable processing fee will be required before new memberships are issued and recognized by this Club. Applications are subject to approval by the Board of Directors and will be considered in the order received, except as indicated in ARTICLE I, Section 4 or any amendment thereto, and at no time later than the second meeting of the Board of Directors after a membership is available within the membership limit.

The processing fee for each year shall be determined by a majority vote of the Board of Directors. The processing fee shall have no effect on dues, initiation fees, stock issuance, stock

value, voting rights, or the amount to be redeemed for stock upon resignation or expulsion, as set forth in ARTICLE I, Section 11. The reduction or increase of this processing fee for new memberships from year-to-year shall not entitle previously assessed memberships to a refund, or require previously assessed memberships to pay additional amounts.

Section 3. The total number of authorized Family Memberships of the Club shall not exceed 385; the total number of Individual Memberships shall not exceed 85. Twenty-five of the individual Memberships have been set aside for conversion form Family Memberships by those whose status may have changed. The total number of either type of membership may be decreased by the Board of Directors, but to not less than 325 Family Memberships.

Section 4. Before acting upon applications of persons residing elsewhere, the Board of Directors shall first act upon the applications of persons residing within the area bounded by the center line of the following roads:

York Road on the west; Timonium Road on the north; Dulaney Valley Road on the east; and Seminary Avenue on the south.

Section 5. All members must immediately notify the Membership Secretary of any change of address, and by failure to do so shall be deemed to have waived any notice provided for under these by-laws.

Section 6. Each membership shall at all times be represented and evidenced by a Class A and/or Class B stock certificate duly issued by the Club, in form substantially in accordance with specimen Class A and/or Class B stock certificate attached to these by-laws and expressly incorporated herein by reference. In addition, dues must be paid continuously and in full. Class C stockholders are those who joined the club under prior ownership.

Section 7. Upon the death of the holder of a stock certificate having an Individual Membership or the surviving holder of a stock certificate having a Family Membership, beneficial ownership of the stock certificate shall forthwith revert to the Club without endorsement or other act by the representatives of such deceased member's estate, but subject to resale of the membership in accordance with the provisions of these by-laws, and payment to whomever may be entitled thereto. The Board of Directors may, in its discretion, continue such certificate in the name of a trustee or guardian for the benefit of surviving minor children.

Section 8. Upon the resignation of an individual membership or of the holders of a stock certificate having a Family Membership, the written resignation of such member or members shall be accompanied by the stock certificate duly endorsed for surrender to the Club.

Section 9. Non-payment of dues shall constitute grounds for expulsion as provided for under Article IV. Upon the expulsion of the holder of a stock certificate or of one of the holders of a stock certificate having a Family Membership, beneficial ownership of the stock certificate shall forthwith revert to the Club and the certificate, duly endorsed, surrendered.

The stock certificate shall be surrendered for non-payment of dues within 30 days of the due date shown on the annual bill. Therefore, 30 days after March 1st due date (March 31st) all members should have paid their dues or turned in their certificates for refunds. 30 days after written notice (March 31st) may be marked "cancelled" and rights are forfeited under the certificate.

Section 10. Upon the divorce or separation of a husband and wife holding a Family Membership certificate, such certificate may be surrendered to the Club and new certificate issued in accordance with Section 1 of the Article and without regard to Section 3 of this Article upon purchase of the required stock. Ex-husband and ex-wife shall jointly notify the Club duly notarized as to which party, if any, shall be entitled to continue the Family Membership. A divorced spouse who shall not be a member shall be required to pay guest fees to the pool when accompanied by his or her children who are members.

Section 11. So long as the Club membership shall comprise less than 365 Family Memberships, there shall be no obligation on the part of the Club to redeem or resell any certificate of a member who has resigned or been expelled; however, as the membership shall equal or exceed 365 Family Memberships, from time to time, then as each new family is admitted to membership, the resigned or expelled membership certificate at the top of the preferred stock retirement list shall be retired and cancelled by the payment to the former holder thereof the sum paid by such holder for such certificate, except for set-off as provided in Article II, Section 4.

The same general conditions shall apply regarding Individual Membership, to a minimum of 60. Individual Memberships, however, shall be constituted by ownership of Class A and Class B stock as set forth in Article II, Section 1. Redemption practices shall be identical to those described herein for Family Memberships. Class C stock has no redemption value.

In the event the number of authorized Family Memberships shall be decreased as permitted in Section 3 of this Article I, then the maximum number as so decreased shall be applicable to this Section 11, in lieu of the number 365. The preferred stock retirement list as used in this Section is defined to mean the list of Class A stockholders who shall resign from the Club and who shall thereupon tender their Class A and Class B stock certificates for redemption and/or resale by the Club. Such preferred stock retirement list shall be maintained by the Membership Secretary in the order of chronological sequence in which letters of resignation and request for resale are received by the Membership Secretary.

ARTICLE II

INITIATION AND OTHER FEES

Section 1. The Family Membership initiation fee shall be \$425 to be represented by the issuance to such approved members of one (1) share of Class A stock (\$125.00) and three (3) shares of Class B stock (\$300.00). The Individual Membership initiation fee shall be \$200.00, to be represented by the issuance to such approved member of two-fifths (2/5ths) share of Class A stock (\$50.00) and one and one-half (1 ½) shares of Class B stock (\$150.00). Either or both of said initiation fees may be reduced or increased by recommendation of the Board of Directors, upon approval by a majority vote of stockholder members present in person or by proxy at any annual meeting.

Section 2. Annual dues shall be determined by the Board of Directors and approved by a majority vote of stockholder-members in person or by proxy at any annual meeting. Any increase or decrease in the annual dues after the annual meeting must be approved by a majority vote of the stockholder-members in person or by proxy at a special meeting of the membership, called for that purpose after proper notice.

Section 3. Any tax levied by any governmental agency unit upon initiation fee, annual dues or other assessment shall be paid by the member, either directly to such taxing authority or to the Club for disbursement, as the Board of Directors may determine.

Section 4. Annual dues shall become due on the 1st day of March of each year. Annual dues received after the 15th day of March of each year may be subject to a late payment charge to be determined by the Board of Directors.

Annual dues shall be cumulative, and no exercise of pool or club privileges shall be permitted until all outstanding dues for the then present and all prior years shall have been paid in full. All past due and unpaid dues shall be a set-off against the redemption value of any stock certificate of any class, and may be deducted from any sum due any member upon the subsequent redemption or retirement of his stock certificate.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. The annual meeting of the members of the Club shall be held during the fall of each year, at such hour and at such place as may be fixed by the Board of Directors, for the election of directors and officers and for the transaction of general business. Such annual meetings, shall be general meetings, that is to say, open for the transaction of any business within the powers of the Club without special notice of such business, except in which special notice is required by statute or by these by-laws.

Section 2. Special meetings of the membership of the Club may be called at any time by a majority of the Board of Directors, either by vote or in writing. Upon request in writing delivered to the Corporate Secretary of 10% of the members, it shall be the duty of the Corporate Secretary to call forthwith a meeting of the members at the expense of the Club. Such request shall state the purpose of the meeting and notice thereof shall be given as provided in Section 3 of this Article III. No business other than stated business shall be transacted at any special meeting of the members, however called.

Section 3. Not less than ten and not more than thirty days written or printed notice of every annual meeting and of every special meeting of the members shall be given to each member in good standing, holding voting stock on the date when such notice shall be given. Such notices of annual or special meetings shall state the place, day and hour of such meeting and in the case of special meetings shall also state the business proposed to be transacted. No notice of the time, place or purpose of any meeting of members need be given to any member who attends in person or by proxy or who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice.

Section 4. At any meeting of members, the presence or by proxy of 10% of the members in good standing shall be necessary and sufficient to constitute a quorum for the election of directors and officers and for the transaction of other business; but, in the absence of a quorum, the members entitled to vote who shall be present in person or by proxy at any meeting (or adjournment thereof) may, by the vote of a majority of the members present adjourn the meeting from time to time, but not for a period of over thirty days at any one time, by announcement at the meeting until a quorum shall be present, at which time any business may be transacted at the meeting as originally notified.

Section 5. Members may vote either in person or by proxy, but no proxy which is dated more than eleven months before the meeting at which is offered shall be accepted unless such proxy shall on its face name a longer period for which it is to remain in force. Every proxy shall be dated and witnessed, but need not be sealed or acknowledged.

Section 6. At every meeting of the members, every Class A stockholder in good standing shall be entitled to one vote and in each membership that includes a husband and wife each may cast ½ vote. The votes for Director and Officers shall be by ballot; the vote on all other questions shall be by voice vote or show of hands unless five members request a secret ballot; and except in cases in which it is by Statute, by Charter, or by these by-laws otherwise provided, a plurality of the votes shall be sufficient to elect or pass any measure.

Section 7. Two inspectors shall be selected by the President at any meeting and such inspectors shall open and close the polls, and shall receive and take charge of the proxies and ballots and decide all questions as to qualifications of voters the validity of proxies and the acceptance of voters, or rejection of votes.

Section 8. At each meeting of the members the Membership Secretary shall have available the records of the Corporation containing a full, true and complete list in alphabetical order of all stockholder members entitled to vote at such meeting and shall be responsible for the production of such records upon the request of any stockholder member. The Membership Secretary shall also maintain a full, true and complete list in alphabetical order of all Class B and Class C stockholders of the Corporation.

Section 9. At all meetings of members, the order of business shall be as applicable and practicable as follows:

1. Proof of notice of meeting or waivers thereof by affidavit of the Corporate Secretary.
2. At any annual meeting, reading of unapproved minutes of preceding meetings, and action thereon.
3. Reports, including an Audited Financial Statement for the previous year.
4. At an annual meeting, the election of Directors and Officers.
5. Unfinished business.
6. New business, including proposed budget.
7. Adjournment.

Section 10. The rules contained in Robert's Rules of Order Revised shall govern the meetings of the Club where they are applicable and not inconsistent with these by-laws.

ARTICLE IV

SUSPENSION AND EXPULSION OF MEMBERS

Section 1. Any demand to suspend or expel a member from the Club under Section 2 or Section 3 of this Article shall be made in writing with the signature of the complainant to the Board of Directors and must be acted upon by the Board of Directors not later than the next regular meeting. Expulsion or suspension of a member under the Sections aforesaid shall be by unanimous vote of all members of the Board of Directors.

Section 2. Dishonesty or indecent conduct of a member, occurring at the Club premises or directly or indirectly associated with the Club functions or property, shall be considered causes of expulsion, and any member expelled for either of these cause cannot be admitted again to membership.

Section 3. Violation of rules, after notice, shall be considered cause for suspension or expulsion.

Section 4. Failure to pay within fifteen (15) days from the date due and payable any bill rendered by the Club shall be cause for suspension; any failure to pay such bill within thirty (30) days from the date due and payable shall be cause for expulsion.

Section 5. The re-instatement of a member who has been suspended for disobeying rules or non-payment of bill shall be decided by a majority vote of the Board of Directors, who shall prescribe conditions of re-instatement.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The business and property of the Club shall be conducted and managed by its Board of Directors except that:

- a. No structural additions or improvements shall be made by the Board of Directors in excess of \$7,500.00 in any one year unless approved by a vote of a majority of the members present in person or by proxy at the annual meeting or any special meeting called for that purpose. All required maintenance provisions are to be approved by a majority of the board of directors.
- b. The Board of Directors shall not obligate the Club in any way for a period of more than one year without the approval of a majority of the members present in person or by proxy at the annual meetings or at any special meeting called for that purpose.

Section 2. The Board of Directors shall consist of fifteen persons. No one shall be eligible as a Director who is not a named holder of a Family or Individual Membership.

The first elected Board of Directors following adoption of the fall annual meeting date shall consist of five Directors with terms of 3-1/4 years, five Directors with terms of 2-1/4 years and five Directors with terms of 1-1/4 years. At the subsequent annual meetings of the members, successors to those Directors whose terms expire in that year shall be elected for a term of three years beginning at the date of the annual meeting.

Should any vacancy occur on the Board of Directors during the term, the Board of Directors may, by a majority vote of the Board, appoint a replacement to serve until the next annual meeting at which time the members shall by vote elect a Director to complete whatever unexpired term of office remains.

The number of directors may by a vote of majority of the entire Board of Directors be increased within the limits set by the Charter, provided that the tenure of Office of no Director shall be affected thereby.

Any retiring President of the Club, whose tenure on the Board of Directors has expired, may be retained one additional calendar year on said Board, at the discretion of the Board of Directors, to serve in an advisory capacity.

Section 3. Regular meetings of the Board of Directors shall be held after each meeting of the members and at such other times as may be fixed by general resolution of the Board. Board meetings shall be held at least four times per year with no more than four months between meetings.

Section 4. Special meetings of the Board of Directors shall be held whenever called by the President, or by a majority of the Board of Directors either in writing or by vote.

Section 5. The Board of Directors may hold its regular or special meetings at such place or places as it may from time to time determine. In the absence of any such determination, regular and special meetings of the Board of Directors shall be held at the principal office of the Club.

Section 6. Notice of the time, place and day of every regular and special meeting shall be given to each Director either in writing not later than the second day before the date set for the meeting or by telephone not later than the day before the day set for the meeting. No notice of the time, place or purpose of any meeting need be given to any Director who waives notice in writing executed and filed with the records of the meeting either before or after the holding thereof. No notice of any adjourned meeting need be given.

Section 7. A majority of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board of Directors; but if at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period of over ten days at any one time, without notice other than an announcement at the meeting until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 8. At any meeting of the members called for the purpose, any Director may, by the vote of majority of all the members in good standing and entitled to vote, be removed from office with or without cause and another may be appointed in the place of the person so removed, to serve for the remainder of the term.

Section 9. The Board of Directors shall have the power to appoint such committees as it deems advisable and define their duties. Each standing committee shall include as a member one Director or Officer. Committee rules shall be approved by the Board of Directors.

Section 10. The minutes of all meetings of the Board of Directors shall be available at any reasonable time for inspection by members in good standing.

ARTICLE VI

OFFICERS

Section 1. The Executive Officers of the Club shall be a President, a Vice President, a Corporate Secretary, a Membership Secretary, and a Treasurer, and such other officers as the Board considers from time to time necessary for proper conduct of the activities of the Club. The Executive Officers shall be elected annually by the members at the annual meeting. Each such Officer shall hold office for a term of one year and thereafter until his successor is elected or until his death, resignation or removal.

Section 2. The President shall be a Director of the Club. Subject to the direction of the Board of Directors, he shall be the Chief Executive Officer of the Club; shall have the general management and direction of the activities of the Club, shall sign and execute in the name of the Club all authorized deeds, mortgages, bonds, contracts, or other instruments, and shall annually cause to be prepared a balance sheet and operating statement which shall be submitted at the annual meeting of the members and filed within 20 days thereafter with the Treasurer of the Club.

Section 3. The Vice President shall be a Director of the Club. In the absence of the President, the Vice President shall perform all the duties of the President, and at all other times the Vice President shall perform such duties as may be assigned by the Board of Directors or by the President.

Section 4. The Corporate Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose; shall see that all notices are given in accordance with the provisions of the by-laws or as required by law; shall be the custodian of the records and of the corporate seal of the Club; shall see that the corporate seal is affixed to all documents, the execution of which on behalf of the Club under its seal is duly authorized, and when so affixed may attest the same; and, in general shall perform all duties ordinarily incident to the office of a secretary of a Corporation, and such other duties as, from time to time, may be assigned by the Board of Directors or by the President.

Section 5. The Membership Secretary shall maintain the official membership list, shall receive all new applications, present applications to the Board, shall prepare and issue stock certificates as well as receive those being turned in. The Membership Secretary shall also present the Board with any special situation for review and judgment.

Section 6. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Club, and shall deposit, or cause to be deposited in the name of the Club all monies or other valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors; he shall render to the President and to the Board of Directors, whenever requested an account of the financial condition of the Club; and in general, shall perform all the duties ordinarily incident to the office of the treasurer of a Corporation, and such other duties as may be assigned by the Board of Directors or by the President. He shall furnish bond at the expense of the Club in an amount to be set by the Board of Directors.

Section 7. The Board of Directors may elect one or more Assistant Secretaries and one or more Assistant Treasurers. Each such Assistant shall hold office for such period and shall have authority and perform such duties as the Board of Directors shall prescribe.

Section 8. At any meeting of the members called for the purpose, any Officer may, by the vote of majority of all the members in good standing and entitled to vote, be removed from office with or without cause, and another may be appointed in the place of the person so removed, to serve for the remainder of the term. Vacancies among the Officers caused by death or resignation shall be filled by such persons as may be designated by the Board of Directors until the next annual meeting.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 1. At a regular meeting of the Board of Directors prior to the annual meeting of the members, there shall be appointed a nominating committee of five members of the Club, at least two of who shall be members of the Board of Directors. The nominating committee shall select a complete list of candidates as follows, Directors, President, Vice President, Corporate Secretary, Membership Secretary and Treasurer.

The candidate names shall be posted or mailed to each member at least 15 days prior to the annual meeting of members. Further nominations may be made from the floor. Any candidate nominated from the floor shall be present or shall have signified his intention to accept the office for which he is nominated.

The Board of Directors shall cause the names of all legally posted candidates to be printed on a ballot with blank spaces provided for candidates who may be nominated from the floor and said ballot shall be the only ballot counted at the annual meeting.

ARTICLE VIII

SUNDRY PROVISIONS

Section 1. All checks, drafts or orders for the payment of money, issued in the name of the Club shall be signed by any two of the following Officers: President, Vice President, and Treasurer. No checks shall be signed in blank.

Section 2. The fiscal year of the club shall end on October 31.

Section 3. The seal of the Club shall be circular on form, with the name of the Club and "Maryland" inscribed around the outer edge and in the center shall be inscribed the year of incorporation.

Section 4. These by-laws, or any other additional or amended by-laws, may be altered or repealed and new by-laws may be adopted at any meeting of the members, the notice of which shall set forth the terms of the proposed amendment, by a two-thirds majority of the votes entitled to be cast in the aggregate by all members present or proxy at such meeting.

ARTICLE IX

Section 1. The stock of the Corporation shall be all common stock and shall be of three classes. Class A stock shall have a par value of \$125.00 per share and shall be voting stock. Class B stock shall have a par value of \$100.00 and shall be non-voting and redeemable in accordance with the provisions of the Articles of Incorporation of the Corporation. Class C stock shall have a par value of \$100.00 and shall be non-voting stock.

Section 2. Each and every share (or part share) of each class of such stock of the Corporation as shall have been issued and outstanding shall be transferable only upon the books of the Corporation, and then only with the prior consent and approval of the Directors of the Corporation first hand and obtained.

Each and every stock certificate issued by the Corporation shall bear a notation or legend making the appropriate reference to the restrictive provisions of these by-laws with respect to transferability of shares and making appropriate reference to the restricted provisions of the Articles of Incorporation with respect to transferability of shares.

Section 3. No Class A stock of the Corporation and no Class B stock of the Corporation shall be issued to any persons or family until such individual or family shall have submitted his or its membership application to the Membership Secretary and until such membership application shall have been considered and approved by the majority vote of the Board of Directors of the Corporation.

The approval or disapproval of such membership application by the Board of Directors shall be within the complete and absolute discretion of the majority of the Board of Directors, and they shall not be required to assign reason or cause in justification of the rejection of any membership application.

MEMBERSHIP PICTURE CARD FILE (REQUIREMENT FOR ADMISSION)

Pictures of the entire family are required for admittance to the pool. Pictures are to be updated every two years. Pictures are to be mailed to the membership secretary and a card will be made and put in the card file at the gate. No one will be admitted without a picture on file. The Board of Directors may, at its discretion, extend a Family Membership to include married children, parents or parents-in-law residing with and dependent upon and supported by the person or persons holding a membership certificate, or to such other persons as may be fair and equitable under the circumstances.

In the case of divorced persons, any unmarried children who are dependent upon and supported by the holder of the membership certificate shall be included in the membership.

HEALTH AND SAFETY REGULATIONS

1. No boisterous or rough play including running, pushing, and wrestling allowing in the pool area.
2. Loud, profane and abusive language is prohibited at all times on Club property.
3. One person only on the diving boards at a time.
4. Jumping or diving from the sides of the diving area prohibited.
5. Small balls or any other objects that pool personnel deem annoying or objectionable will not be permitted in the pool area.
6. Intoxicants may not be brought on Club grounds.
7. Glass in any form except spectacles and sunglasses forbidden in the pool area or grounds.
8. At his discretion, the Pool Manager may clear the pool for 15 minutes of the hour for the exclusive use of adults who are 18 years of age and over.
9. Swimmers must shower before entering pool.
THIS IS A STATE BOARD OF HEALTH LAW.
10. No person having any infectious or communicable disease, sore or inflamed eyes, body discharges of any type, open blisters, lesions, sores, cuts or infections of any kind will be permitted in the pool or on the deck.
11. Spitting or blowing the nose in the pool or on the deck in prohibited.
12. Pets prohibited in the pool area.
13. No facilities for checking valuables will be available at the pool and the Club will not be responsible for loss, or for any accident or injury arising from use of the pool facility. Members are requested not to leave money in their clothes in the locker room.
14. No towels will be supplied by the Club, each bather must bring his own.
15. Pushing people into the pool at any time including parties is prohibited.
16. Cut-offs, Bermuda shorts and street clothing not permitted as bathing attire.