

The Wildwood Manor Swimming Pool Association, Inc.

By-Laws

(Revised May 2011)

ARTICLE I

Section 1. The name of this organization shall be the Wildwood Manor Swimming Pool Association, Incorporated.

Section 2. The purpose of this Association is to promote the health and general welfare of its members through the construction, ownership, and operation, on a non-profit basis, of a swimming pool and other recreational facilities.

ARTICLE II

Qualifications for Membership

Section 1. The Association membership shall consist of family units residing in the Wildwood Manor community and nearby communities in Montgomery County, Maryland, and friends and associates of such units. A family unit shall consist of the head of a household and any resident members of the family and, upon approval by the Board of Directors, or its designee, any other person permanently residing with the family. Each family unit must hold one, but no more than one, share of Association stock.

Section 2. Each application for membership must be made in writing and must be presented to the Board or its designee, for approval.

Section 3. An applicant shall not become a member or be entitled to any of the rights and privileges of membership until all applicable dues, fees and other charges are paid as established by the Board of Directors, including initiation fees.

Section 4. An applicant shall not become a member or entitled to any of the rights or privileges of membership until the applicant has qualified by purchasing one share of stock of the Association.

Section 5. Membership may be terminated as set forth in Article XII by the member voluntarily or by the Board of Directors or its designee for failure to pay all applicable dues, fees or other charges, for violation of the Association's by-laws or rules, for improper conduct, or for other good cause.

Section 6. The Board may purchase the share of stock of any member who voluntarily or involuntarily terminates his or her membership. Such purchase price shall be determined by the Board, in its discretion, considering the financial status of the Association, the price paid for the stock by the terminating member, the fair market value of the stock, as well as other factors.

Section 7. In exercising its duty to ensure the efficient management of the Association, the Board may limit the number of shares of stock issued for purposes of total Association membership.

ARTICLE III

Special Memberships

Section 1. In addition to other categories of membership, there shall be a Special Membership. All stockholders who are not active members of the Association as of November 13, 2000 shall be granted this membership upon request, providing all applicable terms and conditions are satisfied.

Section 2. Special membership shall not have pool privileges but shall retain voting rights as long as they are in good standing. Other limitations, terms and conditions of such membership, including duration and fees, may be established by the Board. The Board, in its discretion, based upon financial and other considerations, may grant special memberships to stockholders who were active members as of November 13, 2000 or who were not members as of that date. The total number of all special memberships may not exceed thirty-five (35) at any one time.

ARTICLE IV

Meetings of Members

Section 1. All meetings of members shall be held in Montgomery County, Maryland. At least ten (10) days notice shall be given to the members of the time and place fixed by the Board of Directors.

Section 2. Annual meetings of the Association shall be held on or before November 15th, at which time the members shall elect directors in accordance with the provisions of Article V herein, and transact such other business as may properly be brought before the meeting.

Section 3. Special meetings of the Association, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the Board of Directors or by request of fifteen (15) members presented in writing to the Secretary. Such requests shall state the purpose or purposes of the proposed meeting, after receipt of which the Secretary shall call the special meeting requested within thirty (30) days. Written notice of a special meeting of the Association, stating the time, place, and purpose thereof, shall be given to each member entitled to vote thereat, at least ten (10) days before the date fixed for the meeting. Business transacted at any special meeting shall be limited to the purposes stated in the notice.

Section 4. Five percent (5%) of the membership, present in person, or represented by proxy, which shall be in writing, or by electronic mail sent to the Board or its designee, or by a designated delegate present in person (“Proxy”), shall constitute a quorum at all

meetings of the Association for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation.

Section 5. When a quorum is present at any meeting, the vote of the majority of the voting members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or the Articles of Incorporation or of these by-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 6. Each family unit shall be entitled to one vote at association meetings which may be cast by any adult member or his written proxy.

ARTICLE V

Board of Directors

Section 1. The number of directors which shall constitute the Board of Directors shall be nine (9). The term of office of the directors shall be two (2) years. The terms shall be staggered and renewable upon election by the members. Each director shall hold office until the election of his successor. Each director shall be an adult member of a family unit holding a share of stock in the Association.

Section 2. Any vacancy in the Board of Directors shall be filled by vote of a plurality of the remaining directors, but the director so chosen shall hold office only until a successor is elected, at the next annual meeting of the members, to complete the unexpired term (unless such term expires at the time of such meeting).

Section 3. The Board of Directors shall have the general direction and control of the affairs of the Association. The Board's duties shall include the following:

- a. Elect officers as provided in Article IX herein.
- b. Transact all business necessary and proper for efficient management of the Association including the appointment and removal of such agents and employees as it may deem necessary, including the fixing of their duties and compensation.
- c. Act upon applications for membership itself or by its designee.
- d. Fill vacancies on the Board of Directors.
- e. Constitute and appoint all committees necessary for the functioning of the Association.
- f. Fix the terms and conditions by which guests of members may use the facilities of the Association.
- g. Prescribe the rules and regulations for operation of the swimming pool and other recreational facilities.
- h. Designate the depository and conditions of deposit for the funds of the Association, provided that all checks, drafts and other instruments for the payment of money by the Association must bear the signature of two officers of the Association.

- i. Recommend to the membership for its approval as set forth in Article X, dues , fees and other charges and that the Board may establish trial memberships and temporary memberships in accordance with terms and conditions set by the Board, subject to membership approval of the dues, fees and other charges for such memberships.

Section 4. The Board of Directors shall meet at least once during each month of March through October, at such place as shall be determined by the Board.

Section 5. Special meetings of the Board may be called by the President on two (2) days notice to each director, either personally or by mail (including electronic mail).

Section 6. At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business and the action of a majority of the directors shall constitute a quorum for the transaction of business, and the action of the majority of the directors present at any meeting at which there is a quorum shall be the action of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these by-laws.

Section 7. Any member of the Board of Directors may be removed from office for good cause by a majority vote of the members present in person or represented by proxy, at either the annual meeting of the Association or a special meeting called in accordance with the by-laws.

ARTICLE VI

Sale or Encumbrance of Association Assets

The sale or encumbrance of must be authorized by an affirmative vote of the number of stockholders who have voting power as required by the Articles of Incorporation.

ARTICLE VII

Notices

Section 1. Notices to directors shall be in writing and delivered personally or mailed to the directors at their addresses appearing on the books of the corporation. Notice by mail shall be deemed to be given at the time when the same shall be mailed.

ARTICLE VIII

Nominations

Section 1. (a). There shall be a nominating committee to be composed of five (5) active members of the Association, two (2) of whom shall be current Board members.. The

Board representatives shall be elected by the Board, and other members will have the opportunity to volunteer to be on the nominating committee.

(b) The nominating committee shall nominate from among the active membership candidates for the vacancies in the Board of Directors to be filled at the next annual meeting and three (3) candidates for the following year's nominating committee. It shall report such nominations to Secretary at least thirty (30) days prior to the annual meeting, after which the Secretary shall list the nominations in a notice of the annual meeting sent to all members.

Section 2. Nominations may be made from the floor at the annual meeting.

Section 3. Consent of all nominees to accept office shall be obtained in advance of their nomination.

ARTICLE IX

Officers

Section 1. The officers of the corporation shall be chosen by the Board of Directors and shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may choose additional vice-presidents, and one or more assistant secretaries and assistant treasurers. Two or more offices may not be held by the same person.

Section 2. The Board of Directors at its first meeting after each annual meeting of members shall choose from among the directors a President, one or more Vice-Presidents, a Secretary, and a Treasurer, all of whom shall serve for one (1) year.

Section 3. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. The officers of the corporation shall hold office for one (1) year or until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors for good cause. Any vacancy occurring in any office of the Association by death, resignation, removal, or otherwise shall be filled by the Board of Directors.

The President

Section 5. The President shall be the chief executive officer of the Association, shall preside at all meetings of the members and the Board of Directors, shall be ex-officio a member of all standing committees, shall have general and active management of the business of the Association, and shall see that orders and resolutions of the Board of Directors are carried into effect.

Section 6. He or she shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Association, except where required and permitted by law to be otherwise signed and executed and except where the signing and executive thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.

The Vice-President(s)

Section 7. The Vice-Presidents in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the power of the President. They shall perform such other duties and have such other powers as the Board of Directors may prescribe.

The Secretary

Section 8. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Association and record all proceedings of the meetings of the Association and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for standing committees when required. He or she, shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he or she shall be. The Secretary shall keep in safe custody the seal of the Association and, when authorized by the Board of Directors, shall affix the same to any instrument requiring it and, when so affixed, it shall be attested by the Secretary's signature or by the Signature of the Treasurer or any Assistant Secretary.

The Treasurer

Section 9. The Treasurer shall have custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as many be designated by the Board of Directors.

Section 10. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires, an accounting of all the Treasurer's transactions as Treasurer and of the financial conditions of the Association.

Section 11. The Treasurer and designated Assistants shall give the Association bonds in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of their offices and for restoration as the Association, in case of death, resignation, retirement, or removal from office, of all

books, papers, vouchers, money, and other property of whatever kind in their possession or under control belonging to the Association.

ARTICLE X

Certificates of Stock

Section 1. Every shareholder in the Association shall be provided a certificate of stock.

Section 2. The Board of Directors may issue replacement certificates for lost ones.

ARTICLE XI

Dues

Section 1. The Board of Directors shall recommend annual dues, fees and other charges (including initiation fees) for members, necessary for the expenses of the Association and proper maintenance and improvement of its property. The total amount to be realized from annual dues shall be determined on the basis of an annual operating budget, prepared by the Board of Directors and approved by members, in accordance with the provisions of Article IV, consistent with the non-profit nature and purpose of the Association. The meeting shall conform with the provisions of Article IV.

Section 2. All dues and fees shall be payable on or before the first day of May each year, unless otherwise determined by the Board. No dues shall be refunded in the event that operations of the Association's facilities are suspended for any period, unless otherwise provided by the Board.

Section 3. If a member has not paid dues, fees or other charges that member and the member's family shall be denied all rights and privileges of the Association. If the delinquency exceeds fifteen (15) days from the pool opening, the Board or its designee, upon notice to the member, may terminate the membership.

ARTICLE XII

General Provisions

Section 1. Any member of the Association may terminate his or her membership upon written notice to the Board of Directors at any time subject to the provisions of Article II and there shall be no refund of the current year's dues except as may be provided otherwise by the Board.

Section 2. The Board of Directors or its designee may terminate the membership of any member, after notice, for failure to pay all applicable dues, fees or other charges.

Section 3. Any member may, for cause and after having been given reasonable notice in writing and opportunity for a hearing, be suspended for a period not exceeding three (3)

weeks by a two-thirds vote of members of the Board of Directors present at any meeting thereof, and his membership may be revoked by a vote of no less than seven (7) members of the Board. Cause for suspension or expulsion shall, in general, consist of willful violation of these bylaws or of the rules of the Association, or improper conduct. Suspension or expulsion may be applied to a family unit or to any family member thereof. No dues shall be refunded in the event of expulsion of a family unit. The party expelled may appeal the decision at a meeting of the members.

Section 4. The Board of Directors may delegate to an administrative committee, or to a responsible employee of the Association, the power to deny recreational privileges to any member of a family unit for violation of Association rules and regulations for a period of not to exceed forty-eight (48) hours. A report of such suspension, containing reasons therefore, shall be submitted to the Chair, or Administrative Committee, or the President or other officer of the Association within forty-eight (48) hours.

Section 5.

- a. All members of the Association shall be accorded the facilities of the Association subject to the rules and regulations which shall be adopted by the Board of Directors and posted at all times in the Association's bath house.
- b. Except as otherwise provided in these by-laws, the Board of Directors at its discretion may extend privileges of the Association to non-members.
- c. The Board of Directors shall have full power to deny the use of the Association's facilities to any non-member.
- d. Any property of the Association broken or damaged by a member or his guest shall promptly be paid for by such member, unless otherwise provided by the Board.
- e. The Association assumes no responsibility, and members or their guests can have no claim against the Association, for the property of members, or any guest, which may be brought into or left in the building or on the grounds.
- f. The Association assumes no responsibility, and members or their guests can have no claim against the Association, for any accident or injury to any persons or their property.

Section 6. The Board of Directors shall present at each regular meeting and when called for by a vote of the members at any special meeting of the members, a full and clear statement of the business and financial condition of the Association.

Section 7. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

Section 8. The corporate seal shall have inscribed thereon the name of the Association, the year of its organization, and the words. "Corporate Seal, Maryland." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 9. (a). Each person who acts as a director or officer of the Association shall be indemnified by the Association against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which the person is made a party by reason of being or having been a director or officer in the Association, except in relation to matters which the person shall be adjudged in such action, suit, or proceeding to have acted outside the scope of his/her authority or be liable for gross negligence or willful misconduct, and except any sum paid for the Association in settlement of such suit, action, or proceeding based on actions outside the scope of his or her authority or gross negligence or willful misconduct in the performance of his duties.

(b) The right of indemnification provided herein shall inure to each director and officer referred to in (a) whether or not such person is such director or officer at the time such costs or expenses are imposed or incurred, and in event of the person's death, shall extend to his legal representatives.

Section 10. No special assessments shall be levied without a majority vote of the members present, in person or by proxy, at an annual meeting or special meetings called for this purpose.

ARTICLE XIII

Change of Bylaws

These bylaws may be altered or repealed by a vote of two-thirds of the members present in person or by proxy at any regular meeting of the Association, or at any special meeting, by the same vote, if the notice of such proposed alteration or repeal is contained in the notice of such special meeting.