

**BYLAWS OF  
THE COUNTRY GLEN POOL AND TENNIS CLUB, INC.**

**ARTICLE I  
NAME AND PURPOSE**

**Section 1. Name of Organization.** The name of this organization shall be The Country Glen Pool and Tennis Club, Inc., hereinafter referred to as the Club or the Corporation.

**Section 2. Purpose.** The purpose of the Club is to foster the health and general welfare of its members through the ownership and operation, on a non-profit basis, of a swimming pool and other recreational facilities.

**ARTICLE II  
MEMBERSHIP**

**Section 1. Definition of Membership.** A member is defined as: a group of people consisting of a head of household, spouse, legal dependents and/or relatives permanently residing in the same household or a single adult person. A member entitled to full benefits and privileges shall be called a "Member", throughout these Bylaws.

**Section 2. Members in Good Standing.** Members in good standing shall be those whose dues are paid and who are not in violation of any of the rules of the Corporation.

**Section 3. Eligibility**

- (a) **Eligibility.** The Club Membership shall be open to persons residing in or owners of homes within the Potomac, North Potomac, Bethesda, or Rockville areas of Montgomery County, MD. Residence within the designated geographic area will be the sole criteria for initial eligibility for membership within the Club; membership shall not be denied because of race, color, creed, sex, age, marital status, religion, physical or mental handicaps, or national origin. Persons residing in or owners of homes in any other area than the designated geographic area may be admitted to the membership as a new Member, co-equal with persons within the designated area, only when a vacancy exists and no eligible person within the designated area, following reasonable notice, applies for such vacancy.
- (b) **Ineligibility.** A Member will not be considered having become ineligible for membership upon the sale of the property resided in by him at the time of his qualifying for membership in the Club, whether or not the Member moves outside the geographic area of the Club. However, in the event the Member moves outside the geographic area of the Club, the Member shall no longer have the right, if one exists, to have his/her Bond sold by the Club, to a subsequent purchaser of whatever home the Member resides in.

#### **Section 4. Number of Members.**

The maximum number of Members in the Club will be 500.

#### **Section 5. Application.**

Membership in the Club must be applied for by filing a written application with the Membership Chairman on such form as may be prescribed.

#### **Section 6. Initiation Fee and Purchase of Bond**

Each new Member must pay an initiation fee (the "Initiation Fee") upon becoming a Member of the Club. The Initiation Fee is established by the Board of Directors and may change from time to time.

Each new Member must also purchase a bond (the "Bond"). The price of the Bond will also be established by the Board of Directors and may change from time to time. Under certain conditions, as described in Section 9 below, a Member may redeem his/her Bond upon withdrawal from the Club.

#### **Section 7. Membership Certificates**

A Membership Certificate shall be granted to each Member in good standing and signifies that the Member has paid an Initiation Fee, purchased a Bond, and has the right to the full benefits and privileges regarding use of the facilities of the Club.

#### **Section 8. Sale of Bonds.**

Bonds shall be sold only by the Club to new Members at such prices and on such terms and conditions established by the Board of Directors. Each Member of the Club shall hold one Club Bond. The Club shall accept certified applicants to membership pending payment of the fees prescribed within fifteen (15) days of written offer of membership.

#### **Section 9. Withdrawal**

- (a) Members Withdrawal. Members who withdraw from the Club for any reason must notify the Board of Directors of such intention in writing and must surrender their Bond and Membership Certificate to the Corporation.
- (b) Repurchase or Redemption of Bonds. The Club shall repurchase a withdrawing Member's Bond for a period of three years after the initial Bond purchase by the Member. The repurchase price of the Bond will be the full price paid by the Member in year one, two-thirds of the initial purchase price in year two, and one-third of the initial purchase price in year three. No Bonds will be repurchased after the third year. If there are other withdrawing Members whose Bonds have been surrendered to the Club for

redemption within their three-year purchase period, their names shall be placed on a waiting list and their Bonds shall be disposed of in chronological order based on the date the Bonds were surrendered to the Club.

(c) Accrual of Revenue. All revenue from the resale of Bonds will accrue only to the Corporation.

(d) Donations.

A withdrawing Member may also opt to donate his/her Bond to the Club. Upon receipt of such donated Bond, the Club shall issue a receipt to the donor Bond-holder valued in accordance with Section 9 (b) above.

### **ARTICLE III INACTIVE MEMBERS**

**Section 1. Eligible Member.** Any eligible Member who is unable to use the facilities of the Club because of change of residence but is still eligible for membership as defined in Article II may request inactive status through the Membership Chairman, being subject to such rules the Board of Directors may prescribe on a case-by-case basis. Approved inactive Members are not required to pay dues.

**Section 2. Inactive Members.** Inactive Members must notify the Membership Chairman within thirty (30) days of their return to their place of residence or be subject to loss of their membership.

### **ARTICLE IV MEETING OF MEMBERS**

**Section 1. Notice.** All meetings of members shall be held in Montgomery County, Maryland, at a time and place to be fixed by the Board of Directors. At least fifteen (15) days notice shall be given to Members, by electronic mail, facsimile, or regular mail at their last address shown on Club records.

**Section 2. Date of Annual Meeting.** Annual meetings of the membership of the Corporation, shall be held within one hundred twenty (120) days after pool closing at a time and place set by the Board of Directors.

**Section 3. Calling of Special Meetings.** Special meetings of the Corporation for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation may be called by the Board of Directors or by request of at least ten percent (10%) of the membership presented in writing to the Secretary. Such request 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 by electronic mail, facsimile, or regular mail of a special meeting of the Corporation, stating time, place and purpose, shall be given to each member entitled to vote at least fifteen (15) 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. Quorum.** Ten percent (10%) of the voting Members in good standing (see Article II, Section 2) present in person or represented by proxy, delivered by electronic mail, facsimile, or regular mail, shall constitute a quorum at all meetings of the Corporation for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation. A voting Member shall be a person or group of persons holding a Bond and a Membership Certificate. A Member shall be entitled to one vote at Corporation meetings which may be cast by an adult Member or his/her written proxy. Such written proxies are valid for no more than thirty (30) days.

**Section 5. Decision making.** 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 properly brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the Articles of Incorporation or of these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question (for example, see Article X, Section 8 (b)).

## **ARTICLE V NOTICES**

**Section 1. Timeliness.** In determining the timeliness of any notice given pursuant to these Bylaws, the day of the meeting shall not be included in the count of days of notice given; and with respect to notice by mail, the period shall be measured from the day following the day such notice is mailed And with respect to notices sent by electronic mail or facsimile, notice shall be determined from the date and time when sent.

**Section 2. Media Used for Notices.** Wherever it is stated throughout these Bylaws that a notice has been “mailed,” that will be interpreted to mean U.S. postal service, faxes, e-mails, or any other type of written electronic communication unless otherwise stated.

## **ARTICLE VI NUMBER AND ELECTION OF DIRECTORS**

**Section 1. Qualifications.** The number of directors of the Board which shall constitute the whole Board shall be nine (9). Each director shall serve for a period of three (3) years.

The annual election of new directors to fill openings on the Board shall be by written ballot on a form determined by the Board of Directors. The Board shall distribute these ballots to the

membership at least fifteen (15) days prior to the annual meeting by electronic mail, facsimile, or regular mail. In an emergency or if circumstances warrant, the Board may vary the times provided for herein or may call a special meeting under Article IV, Section 3, to elect the new directors to the open Board positions. If the times specified herein are changed or the special meeting procedure used, the Board shall ensure (1) that the membership is given at least fifteen (15) days to cast their votes and (2) that the vote is completed no later than thirty (30) days thereafter.

**Section 2. Judges of Election.** Preceding each membership vote for directors, the Board of Directors shall appoint three Members of the Club who are neither members of the Board nor candidates to become members of the Board to be judges of election. These appointed Members shall receive and count such votes and report promptly to the full membership the results of votes for directors elected by the membership. All votes shall be kept confidential by the judges of election.

**Section 3. Filing of Vacancies.** Any vacancy in the Board of Directors shall be filled by vote of the remaining directors, but the director so chosen shall hold office only until a successor is elected at the next annual vote of the membership to fill open Board positions.

**Section 4. Authority and Responsibility.** The Board of Directors will be the chief policy making body of the Corporation. The Board will be responsible for:

- (a) The husbanding of Corporation assets for the benefit of all Members;
- (b) The establishment of the general objectives of the Corporation and the translation of these into basic policies by which to achieve Corporation objectives;
- (c) The selection of all officers of the Corporation from among its own members and/or from Corporation Members, striving always to obtain those persons most qualified for each position;
- (d) The regular review of the programs of the Corporation to ensure that results are being accomplished in accordance with plans;
- (e) The approval of all Corporation budgets;
- (f) The securing of long range Corporate stability;
- (g) The distribution of surplus funds as to the purchase of Corporation assets or the elimination of Corporation indebtedness;
- (h) The setting of membership fees, annual dues, and special assessments;
- (i) The prudent utilization of capital contributed by Members;
- (j) The establishment of Club rules and regulations;

(k) The acceptance and suspension of Members.

**Section 5. Meetings.** The Board of Directors shall meet at least once during each month of April through September, and at least twice during the period October through March at such times and places in Montgomery County as shall be determined by the President.

**Section 6. Special Meetings.** Special meetings of the Board may be called by the President on five (5) days notice to each director, either personally, by telephone or by electronic mail.

**Section 7. Quorum.** 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 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 Bylaws.

**Section 8. Removal.** Any member of the Board of Directors may be removed from office by a two-thirds (2/3) vote of a quorum of Members present in person or represented by proxy (as established in Article IV, Section 4), at any membership meeting of the Corporation called in accordance with the Bylaws.

**Section 9. Reimbursement of Expenses.** Directors shall not receive any salary or other compensation for their services, but no member of the Board may be required to bear any of the expenses of holding meetings, and the Board may by resolution provide for the reimbursement of any reasonable expense incurred in the proper conduct of its business. The Board may also provide for the reimbursement of similar expenses incurred in connection with the holding of meetings of special or standing committees.

## **ARTICLE VII BOARD NOMINATIONS**

**Section 1. Nominations.** The Board of Directors shall nominate, from among the active membership, candidates for each vacancy in the Board of Directors. The full slate of candidates will be voted upon by a quorum of active Members at the annual meeting in accordance with Article V, Section 1 above. Nominations shall be reported to the Secretary of the Corporation on or before October 15th.

**Section 2. Nominations by Membership.** Additional nominations from among the active membership of candidates for election may be made by a letter from any Member in good standing and delivered to the Secretary on or before October 15th.

**Section 3. Consent.** Consent of nominees to accept office shall be obtained in advance of their nominations.

**Section 4. Times.** In an emergency or if circumstances otherwise warrant, the Board of Directors may change the times provided for in this Article. If any such changes are made, the Board shall ensure that at least a thirty (30) day period is allowed for nominations by the membership as provided for in Section 2 of this Article.

## **ARTICLE VIII OFFICERS**

**Section 1. Number of Officers.** The officers of the Corporation shall be chosen by the Board of Directors from among its members. There shall be a President, Executive Vice President, Vice President Facilities, Secretary and Treasurer. No more than one office may be held by the same person.

**Section 2. Selection.** The Board of Directors at its first meeting after each annual meeting of Members shall choose the officers of the Corporation from among the directors.

**Section 3. Term.** The officers of the Corporation shall assume office within thirty (30) days after the annual meeting and shall hold office for two (2) years or until their successors have been duly elected. Any officer elected or appointed by the Board may, however, be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

**Section 4. Duties.** The officers of the Corporation will be responsible for the daily conduct of the affairs of the Corporation. They will be responsible for setting the standards and procedures necessary to govern the execution of Corporate policies and for establishing the controls necessary to ensure adherence to standards. Corporation officers will be responsible for solving disputes among and between agents and/or employees of the Corporation and for meeting all operational emergencies which may arise. Officers will also be responsible for taking whatever disciplinary action is necessary to ensure the proper and safe conduct of Club operations.

**Section 5. President's Duties.** The President shall be the Chief Executive Officer of the Corporation, shall preside at all meetings of the Members and Directors, shall be an ex-officio member of all committees of Directors and of all committees, shall, subject to the approval of the Board of Directors, appoint all committees other than committees of Directors, and shall see to it that all orders and resolutions of the Board are carried into effect. He/she shall execute bonds, notes, mortgages, deeds of trust, deeds, leases, and other contracts requiring a seal, under the seal of the Corporation except where required or permitted by law to be otherwise signed and executed except where the execution and signing thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

**Section 6. Absence of President.** The Executive Vice President and Vice President Facilities, in that order, shall in the absence or disability of the President, perform the duties and exercise the power of the President, and shall perform such other duties as the Board of Directors shall prescribe.

**Section 7. Secretary's Duties.** The Secretary shall attend all sessions of the Board and all meetings of the Members and record all votes and minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors or the President, under whose supervision he/she shall act. He/she shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to be attested by his/her signature or by the signature of the Treasurer.

**Section 8. Treasurer's Duties.** The Treasurer shall have custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors in accordance with Article V, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at all regular meetings, or when the Board of Directors so requires, an accounting of all his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer and any designated employees who have custody or control of any funds of the Corporation shall give the Corporation 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 to the Corporation 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 Corporation. The premiums for such bonds shall be paid by the Corporation. The Treasurer's account shall be audited at least once a year by an independent Certified Public Accountant to be selected by the Board of Directors.

**Section 9. Financial Statement.** The Treasurer shall present at each annual 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 Corporation, including a current profit and loss statement and a current balance sheet.

## **ARTICLE IX DUES**

**Section 1. Amount of Dues.** The Board of Directors shall fix dues (and special assessments when required) for Members, necessary for the expenses of the Corporation 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, presented by the Treasurer, as approved by at least six (6) members of the Board of Directors.

**Section 2. Schedule of Payment.** All dues shall be payable on or before the first day of April each year or as otherwise determined by the Board of Directors. No dues shall be refunded in the event that operations of the Corporation's facilities are suspended for any period, unless otherwise provided by the Board. A delinquency penalty may be assessed by the Board on dues mailed or delivered to the Club after the date on which they are due.

**Section 3. Delinquency Penalties.** Any Member delinquent in the payment of dues or charges for fifteen (15) days following the due date contained on the statement mailed or e-mailed by the Treasurer as to such indebtedness shall immediately be notified in writing by the Treasurer and if his/her indebtedness shall not be paid within fifteen (15) days after the date of mailing of such notice, the Member will be refused all rights and privileges of the Club. The delinquent Member shall have until October 31 of the year to pay all of the dues and charges owed to the Club plus a re-instatement fee equal to 5% of the annual dues. If the delinquent Member has not paid all dues, charges, and the re-instatement fee by October 31 of the year of delinquency, then his/her Bond and Membership Certificate will be automatically revoked and there will be no redemption by the Club of the delinquent Member's Bond. If the delinquent Member desires to rejoin the Club, he/she will be placed on the Club's waiting list. Written notice to a delinquent member shall be deemed adequate upon its mailing to the last known address of such member as shown on the Club's records.

## **ARTICLE X GENERAL PROVISIONS**

**Section 1. Withdrawal.** Any Member of the Club may withdraw therefrom by written notice to the Membership Chairman 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. Suspension or Revocation of Membership.** Any Member may, for cause and after having been given reasonable notice in writing by certified mail and an opportunity for a hearing before the Board of Directors, be suspended for a period not exceeding three (3) months by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting thereof, or his membership may be revoked by a vote of no less than seven (7) members of the Board. Cause for suspension or revocation shall, in general, consist of willful violation of the Bylaws or the Rules of the Corporation applied to a Member thereof. No dues shall be refunded in the event of membership revocation or suspension. The party expelled may appeal a decision of the Board at the next meeting of the Club Members, and may cause a special meeting to be called for the purpose of appeal.

**Section 3. Power to deny privileges.** The Board of Directors may delegate to a committee, or to a responsible employee of the Corporation the power to deny recreational privileges to any Member for violation of Corporation rules and regulations for a period determined by the Board. A written report of such suspension, containing the reasons therefore, shall be submitted to the President or other designated officer of the Corporation and to the Member within forty-eight (48) hours.

### **Section 4. Rules and Regulations**

(a) Rules and Regulations. All Members of the Club shall be accorded the use of the facilities of the Club subject to the rules and regulations which shall be adopted by the Board of Directors and posted at all times in the Club bath house.

(b) Power to Deny Use of Facilities. The Board of Directors shall have the full power to deny

the use of the Club's facilities to any non-member or to any delinquent Member.

- (c) Payment for Broken or Damaged Property. Any property of the Corporation broken or damaged by a Member or his/her guest shall promptly be paid for by such Member, unless otherwise provided by the Board.
- (d) Responsibility for Personal Property. The Corporation assumes no responsibility for the property of Members or guests which may be brought to the Corporation grounds.

**Section 5. Fiscal Year.** The fiscal year of the Corporation shall begin November 1 and end on October 31. A full audit shall be made at the end of each fiscal year by an independent Certified Public Accountant selected by the Board of Directors. The book of account and membership records of the Club shall be available for inspection at reasonable times by any member.

### **Section 6. Indemnification of Directors**

Indemnification of Officers. Each person who serves as a director or officer of the Corporation shall be held harmless and indemnified by the Corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or having been a director or officer of the Corporation, except in relation to matters as to which he/she shall be adjudged in such action suit, or proceedings 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 Corporation in settlement of such action, suit or proceeding based on actions outside the scope of his/her authority or gross negligence or willful misconduct in the performance of his/her duties.

Extent of Indemnification. The right of indemnification provided herein shall inure to each director and officer of the Corporation whether or not he/she 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/her legal representative.

**Section 7. Special Assessments.** No special assessments shall be levied without an affirmative two-thirds (2/3) vote of all Members in good standing, personally or by a proxy.

### **Section 8. Dissolution of the Corporation.**

Method of Dissolution of the Corporation. The Corporation may be dissolved only by an affirmative two-thirds (2/3) vote of all Members in good standing of the Corporation, either in person or by proxy.

Implementation of Dissolution of the Corporation. After the dissolution of the Corporation and after the discharge of all liabilities, any assets remaining shall first be applied to retire existing Bond redemptions of all Members in good standing in accordance with Article II, Section 9 (b).

If assets are insufficient to retire all such Bonds, then such assets shall be distributed in payments reduced proportionately and equally among Members with outstanding Bonds (less than three years since membership initiation) at which time all such Bonds shall be considered retired. Any assets remaining after all outstanding Bonds are retired in full in accordance with the Bylaws shall be distributed in equal share to all Members at the time of dissolution. In any event, and at all times, dissolution of the Corporation will be carried out in accordance with the laws of the State of Maryland for the dissolution of a Non-stock Corporation (Title 5, Subtitle 2, § 5-208) and the Federal Internal Revenue Code for Non-Profit Corporations (Title 26, Section 501). If these Corporation Bylaws are in conflict with Maryland or Federal law, then Maryland and/or Federal law will govern the dissolution of the Corporation.

## **ARTICLE XI BYLAWS**

**Section 1. Amendment of Bylaws.** The Bylaws may be amended by affirmative vote of two-thirds (2/3) of all Members in good standing. Such voting shall occur by written absentee ballots or by written ballots submitted at the annual meeting or at a special meeting called for this purpose. In any case, voting will not occur until at least twenty-one (21) days after the proposed Bylaw changes and amendments have been sent to Members for their study and review. Votes of Members who do not submit a written ballot will be considered an affirmative vote for the purposes of tallying votes for the proposed Bylaw changes and amendments. A report of the final vote shall be given to each Member within fifteen (15) days after the close of voting. If two-thirds (2/3) of all Members in good standing do not vote affirmatively for the proposed Bylaw amendments in this voting session, then the proposed changes and amendments will not be made. If those supporting the amendments desire to have them submitted to the membership for another vote, then the process can be renewed if the Board of Directors agrees with a second submission to the Membership.

**Section 2. Interpretation.** Any question as to the proper interpretation of the provisions of these Bylaws shall be resolved by majority vote of the Board of Directors.