

BYLAWS OF BAY RIDGE POOL ASSOCIATION, INC.

1/12/2016

ARTICLE I - Name

The name of this organization shall be **Bay Ridge Pool Association, Inc.** (hereinafter "the Association" or "BRPA").

ARTICLE II - Purpose

The purpose of this organization shall be to construct, operate and maintain a not-for-profit community swimming pool, pursuant to §501(c)(7) of the United States Code Annotated, on property leased in perpetuity from the Bay Ridge Civic Association, Inc. which pool shall be open for membership to all residents and property owners of Bay Ridge, and; to provide recreational, educational and supportive pool facilities consistent with these Bylaws for the benefit of the membership; and promote activities, including swimming education, competitive swimming opportunities, and general recreational activities beneficial to the membership and the community at large.

ARTICLE III - Eligibility for Membership

Section 1.1. All persons owning real property or legally occupying residential property in the Community of Bay Ridge and who are current members of the Bay Ridge Civic Association shall be eligible for the memberships established by Section 1 (including Subsections) of Article IV. Memberships shall identify the real property which is owned or occupied and shall be assigned a membership number and Certificate of Ownership signed by the Pool Association President and all owners of the membership, a duplicate of which shall be maintained by the Secretary of the Pool Association.

Section 1.2. All persons owning real property or legally occupying residential property in the Community of Annapolis Cove or Chrisland Cove shall be eligible for the memberships established by Section 2 (including Subsections) of Article IV. Memberships shall identify the real property which is owned or occupied and shall be assigned a membership number and Certificate of Ownership signed by the Pool Association President and all owners of the membership, a duplicate of which shall be maintained by the Secretary of the Pool Association.

Section 2. The total number of household memberships in the Bay Ridge Pool Association shall be limited to the number of existing households in the Community of Bay Ridge and Annapolis Cove combined.

Section 3. The total number of household memberships available under Article IV, section 2 shall not exceed 45% of the total number of household memberships issued under Article IV.

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ARTICLE IV - Membership and Dues

Section 1. Resident Memberships. Any person owning real property in Bay Ridge, or legally occupying residential property, who is also a member of the Bay Ridge Civic Association, shall be eligible for membership in the Association. Categories of membership shall be "Charter Members", "Regular Members" and "Annual Members." In addition, The Board may from time to time establish special classes of yearly memberships, such as "Single" or "Senior" or "Rental" memberships, or other limited memberships which are necessary, in the discretion of the Board, to better serve the pool Community. Members shall be entitled to use the Pool Facilities for the year in which a current Pool Application has been submitted, subject to the Bylaws and the Operating Rules, and any other Rules and Regulations established by the Pool Association pursuant to the Bylaws and Operating Rules.

Section 1.1 Charter Memberships. Charter Memberships shall include as members the adults actually residing in the designated Charter Membership household who are the owners of the Charter Membership. A Charter Membership shall be able to designate an unlimited number of members which are 1) any currently designated household members who actually reside at the designated household, and 2) any currently designated family members within two generations of the Owners not otherwise residing in Bay Ridge, or any Community eligible for membership. Each Charter Membership shall also receive 4 guest passes which may be used by any other person (who does not reside in Bay Ridge, or any community eligible for membership) accompanied by an Owner or his/her designated household or family member, and shall also receive one Babysitter pass (eligible to be used by a babysitter who does not reside in Bay Ridge, or any community eligible for membership.) A Charter Membership will not be charged any annual membership dues until April 14, 2029; for Contract year 2029 and thereafter, the Charter membership shall convert to a Regular membership and the annual membership dues owed shall be the Discounted Annual Dues as set by the Pool Association Board for Regular Memberships through the Bylaws and Operating Rules. As set forth in Section 1.4 of this Article, Charter Memberships shall be transferrable.

Section 1.2 Regular Memberships. Regular Memberships shall include as members the adults actually residing in the designated Regular Membership household who are the owners of the Regular Membership. Each Regular Membership shall be eligible to designate a total of six members allowed use of the Pool Facilities (for the year in which a current Pool Application has been submitted) by 1) currently designated household members who actually reside at the designated household, and 2) the Owner's designated children or grandchildren not otherwise residing in Bay Ridge, or any community eligible for membership. Each Regular Membership shall also receive 2 guest passes which may be used by any other person (who does not reside in Bay Ridge, or any community eligible for membership) accompanied by an Owner or his/her designated household or family member, and shall also receive one Babysitter pass (eligible to be used by a babysitter who

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does not reside in Bay Ridge, or any community eligible for membership.) As set forth in Section 1.4 of this Article, Regular Memberships shall be transferrable.

Section 1.3 Annual Memberships. Annual Memberships shall include up to six designated household members who actually reside at the designated household who shall be entitled to use the Pool Facilities for the Contract year in which a current Pool Application and Annual Membership Contract have been submitted. Annual Memberships shall be entitled to all voting rights and privileges extended to Charter and Regular Memberships.

Section 1.4 Transferability of Memberships. Charter and Regular Memberships shall be fully transferable with the written consent of all current owners of a Membership. Transfer of a Charter or Regular Membership shall occur when a fully endorsed and executed "Transfer of Certificate of Ownership" is delivered to the Secretary of the Pool Association and a new "Certificate of Ownership" is issued by the Secretary of the Pool Association. The "Transfer of Certificate of Ownership" shall bear the names and authorized signatures of all of the current Owners, the membership number, the address of the current designated Bay Ridge real property or household address, the new designated Bay Ridge real property or household address and the names and authorized Signatures of the new Owners.

Section 2. Non-Resident Memberships. Any person owning real property in, or legally occupying residential property in a community identified under Article III, shall be eligible for membership in the Association under this section. Categories of membership shall be "Non-Resident Regular Members" and "Non-Resident Annual Members." Except as set forth herein, Non-Resident Regular and Non-Resident Annual Members shall be entitled to all voting rights and privileges extended to Resident Members except: (1) the right to vote on changes to Bylaws of the Association, and (2) the right to serve as an Officer of the Association.

Section 2.1 Non-Resident Regular Memberships. Non-Resident Regular Memberships shall include as members the individuals actually residing in the designated Non-Resident Regular Membership household who are the owners of the Membership. Each Non-Resident Regular Membership shall be eligible to designate a total of six members allowed use of the Pool Facilities (for the year in which a current Pool Application has been submitted) by 1) currently designated household members who actually reside at the designated household, and 2) the Owner's designated children or grandchildren not otherwise residing in Bay Ridge, or any community eligible for membership. Each Non-Resident Regular Membership shall also receive 2 guest passes which may be used by any other person (who does not reside in Bay Ridge, or any community eligible for membership) accompanied by an Owner or his/her designated household or family member, and shall also receive one Babysitter pass (eligible to be used by a babysitter who does not reside in Bay Ridge, or any community eligible for membership).

Section 2.2 Non-Resident Annual Memberships. Non-Resident Annual Memberships shall be eligible to designate a total of six members who actually reside at the designated

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household who shall be entitled to use the Pool Facilities for the Contract year in which a current Pool Application and Annual Membership Contract have been submitted.

Section 3 . Except as otherwise limited in Sections 1 and 2 of this Article, each Membership in the Bay Ridge Pool Association carries with it the right to vote (two votes per household) at the annual election of the Board of Directors and on issues requiring approval or adoption of the Association and to serve on the Board of Directors or to hold any other office or appointment in the Association, as well as to have the privileges and use of the Pool, Pool house and its grounds, and other related facilities.

Section 4. Membership shall begin upon receipt of a completed application with payment of any initiation fee and annual dues, as required by the type of membership. Current members shall receive notices by February 15th of each year setting forth the dues and fees for their type of membership, which shall be payable by March 15th to retain all privileges of membership as specified in their membership contract. Memberships shall be accepted throughout the year, including new residents moving into each of the communities.

Section 5. The annual dues for Resident and Non-resident Regular and Annual memberships of the Association shall be set by the membership each year as part of the budget process and shall be determined as is necessary to meet the next year's projected budget. Any parties legally occupying the same residential property shall be considered as one membership, subject to the terms of the specific membership contract, and shall individually have the benefits of that membership, except as otherwise provided by these Bylaws.

ARTICLE V - Meetings

Section 1. Regular meetings of the Association shall be held at a time and place scheduled by the President or as requested by a quorum of the Board. Reasonable notice of general membership meetings shall be provided, except that bi-annual membership meetings shall be held on the Tuesday before Memorial Day and the Second Tuesday in November. Acceptable forms of notice shall be by mail, email, or posting a sign at the entrance to Bay Ridge more than 5 days prior to the regular membership meeting. A quorum required to conduct business at regular or special meetings shall be a majority of the members of the Board of Directors. Unless otherwise specified by the President, Association meetings shall be held at the Pool clubhouse.

Section 2. The Board of Directors may cancel any regular meeting of the Association. Notice of cancellation shall be posted at the Bay Ridge entrance.

Section 3. Special meetings of the Association may be called by the President, or when requested by a majority of the Board of Directors, or when petitioned by at least 20 members of the Association. Reasonable notice of the Special Meeting shall be given prior to the meeting and shall contain a description of the specific reason the meeting was called

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as well as the text of any resolution that may be voted upon at the meeting. Business conducted at the meeting shall be limited to the specific reason the meeting was called.

Section 4. In the event of an emergency, a meeting may be called by posting notice at the Bay Ridge entrance 24 hours prior to the meeting, or other notification the Board feels is appropriate, such as telephoning. Business conducted at the meeting shall be limited to the emergency.

ARTICLE VI - Board of Directors

Section 1. After the initial term of the Founding Board of Directors, The Board of Directors shall be composed of a minimum of ten (10) and a maximum of thirteen (13) directors (made up of at least two (2) Charter (until April 14, 2029) and two (2) Regular members; with a minimum of ten (10) who are residents of Bay Ridge and up to three (3) who are residents of Annapolis Cove) elected by the membership. The immediate past president shall serve for one year following his/her term of office as a non-voting member of the Board.

Section 2. A Nominating Committee of at least three Association members shall be appointed by the Board of Directors at the Board of Directors August meeting. The Committee shall nominate at least one candidate for each available position. The Committee shall include on its slate of candidates the names of all eligible members who notify the President at least seven days before the August meeting of the Board of Directors of their desire to stand for election to the Board. The Committee shall present the slate of candidates to the Board at its September meeting and announce it in the October Bay Ridge newsletter. Election of Board members shall occur at the November Pool Association meeting; additional nominations shall be permitted from the floor with the consent of those nominated.

Section 3. Only persons who were members of the Pool Association during the prior calendar year are eligible to be nominated and to be elected to serve on the Board of Directors, or to hold any other office or appointment. Only one person per Membership may serve on the Board of Directors at one time.

Section 4. The Directors shall be elected by a majority vote of the Charter and Resident Regular Pool Association members present at the November Association meeting. Directors shall assume office upon election and shall serve a two-year term and be eligible for re-election. The two year Terms shall be staggered so that no more than five Directors shall be elected in any given year, unless as a result of a vacancy.

Section 5. The Directors, before the Pool Association meeting in November, shall elect, from among the Directors and by majority vote, a President, Vice-President, Secretary and Treasurer. These officers shall be installed at the Pool Association meeting in

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November. No officer shall serve more than two consecutive years in the same office, other than the offices of Secretary and Treasurer.

Section 6. Any vacancy on the Board of Directors of the Pool Association shall be filled for the remainder of the term by a majority vote of the remaining members of the Board.

Section 7. The Board of Directors shall appoint a financial advisor to advise the Pool Association in matters of general finance, including bookkeeping, tax returns, fund accounting and maintaining all documents and information necessary to apply for and retain §501(c)(7) status..

Section 8. The Board of Directors shall review annually all insurance policies of the Pool Association.

Section 9. The Board of Directors shall appoint a committee of Pool Association members to review the bylaws of the Pool Association every five years.

Section 10. Monthly meetings of the Board of Directors of the Pool Association shall be the second Tuesday of the month at 7:30 p.m. or at the discretion of the President, or if a request for a meeting is made by two or more members of the Board. Meetings of the Board will not be held during the months of December or January unless specifically called for. A quorum shall consist of a majority of the Board members. Board meetings will be held at the Pool clubhouse.

Section 11. Between meetings of the Pool Association, the Board of Directors shall have the authority to manage the affairs of the Pool Association and to take any reasonable action necessary for the common good and protection of the Pool Association.

Section 12. The Board of Directors may approve expenditures not to exceed \$5,000.00 if such monies have not been allocated in the approved annual budget.

Section 13. The Board of Directors shall not make any commitment which would result in a change in the dues and fees structure of the Pool Association or the use of Pool Association property without calling a special meeting and providing 14 days' prior notice to all Pool Association Members.

ARTICLE VII - Duties of Officers

Section 1. The President shall serve as President of the Pool Association and as Chairman of the Board of Directors. The President shall, with the advice of the Board of Directors, represent the Pool Association in dealing with various government agencies, membership organizations and the general public, or appoint a representative in his/her place. The President shall appoint the chairmen of all committees. The President shall be an ex-officio member of all committees, except the Nominating Committee.

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Section 2. The Vice-President shall, in the absence of the President, act as President of the Pool Association and as Chairman of the Board of Directors, and shall succeed the President should that office become vacant during the term. The Vice-President shall be responsible for coordinating all committees and reporting on the committees activities at all meetings of the monthly Pool Association and Board of Directors.

Section 3. The Secretary shall maintain records of all meetings of the Pool Association and the Board of Directors. The Secretary shall preserve the minutes, correspondence and financial reports of the Pool Association.

Section 4. The Treasurer, with the advice of the Pool Association financial advisor, shall maintain records of all financial transactions of the Pool Association including any special fund accounts in a manner consistent with and in furtherance of the Pool Association's §501(c)(7) tax status. The Board may appoint assistant treasurers to assist the Treasurer in maintaining the records of any special fund accounts. All payments shall be supported by invoices, receipts and other similar documentation. The President, Vice-President, Secretary and Treasurer shall be authorized check-signers on all Pool Association bank accounts. The assistant treasurers for special fund accounts shall be additional authorized check-signers for their respective accounts.

- a. The Treasurer shall give a financial report for each regular meeting of the Pool Association and of the Board of Directors, which shall be recorded in the minutes.
- b. The fiscal year is January 1 to December 31. The Treasurer shall prepare and circulate an operating budget for the next fiscal year in September for review by the Board of Directors. It shall contain adequate capital reserves to allow replacement of all major capital assets necessary for operation and maintenance of the Pools and Pool house on a regular schedule designed to keep the Pools and Pool house in good operating condition. The operating budget shall also be circulated to the Pool Membership before the November Membership Meeting. The budget shall be recommended by the Board of Directors to the Pool Association membership at its November meeting, and shall be adopted by the Membership unless it is rejected by a recorded vote of more than 65% of the Membership present at that meeting. Included in the budget shall be line items for special fund accounts and each committee of the Pool Association. Annual operating budgets for special fund accounts shall also be presented at this time.
- c. The Treasurer shall cause to be prepared the annual report and tax returns of the Pool Association.

Section 5. Under the direction of the Treasurer, the financial records of the Pool Association shall be reviewed annually by a financial advisor chosen by the Board of Directors.

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Section 6. Contracting authority for individual items exceeding \$500 shall rest with the Board of Directors and not be delegated. The President and the Treasurer may authorize other contracting authorities for budgeted items.

ARTICLE VIII - Committees

Section 1. The Committees of the Pool Association are:

- a. Membership/Social/Recreation
- b. Pool Management/Equipment/Security and Fire protection
- c. Facilities/Buildings and Grounds/Erosion Control
- e. Rental
- f. Swim Team

Section 2. The President shall have the authority to appoint additional committees or representatives as necessary to carry out the work of the Pool Association.

Section 3. The Vice-President shall coordinate the committees and have prepared reports of their activities for the Pool Association and Board of Directors meetings. Committee chairmen shall prepare annual written reports for the Vice-President.

ARTICLE IX - Bonding and Insurance

Section 1. All authorized check-signers shall be bonded.

Section 2. The Board of Directors shall maintain adequate Comprehensive, General Liability, and Directors and Officers insurance.

ARTICLE X - Voting

Section 1. Voting by proxy shall not be permitted at any meeting of the Association or the Board of Directors.

Section 2. No person shall have more than one vote, nor shall one membership qualify more than two persons to vote.

Section 3. All votes shall require a simple majority of the eligible voters actually present at the Pool Association or Board of Directors Meeting at which the vote is held, except for annual budget approval as specified in ARTICLE VII, Section 4.b. above or unless a super-majority vote is required as specifically set forth in these Bylaws.

Section 4. A super-majority vote of the members present at a special meeting of the Membership shall be required as follows: 1) A supermajority of eighty percent (80%) of the members present at a special meeting of the membership shall be required to make any

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changes to Article IV or Article X, Section 3 or 4; 2) A supermajority of 65% of the Members present at a special Meeting of the membership shall be required to make any changes to Article III; 3) a supermajority in excess of the ratio of the number of current Regular memberships plus five, to the total number of current Regular and Charter memberships, shall be required at a special meeting of the membership for the passage of any assessment, charge or other special or onetime fee for any capital or operating expense. All votes which require a supermajority shall be recorded votes.

Section 5. The Board of Directors may provide for absentee voting on any resolution. The Board shall decide the method by which absentee voting shall be carried out. Any method decided upon shall include a ballot setting forth the resolution to be voted on and the requirement that the ballot be returned to the Secretary of the Pool Association at a special time before the meeting at which the resolution is to be voted upon.

ARTICLE XI - Seal

Section 1. The Association shall have a corporate seal with the name **Bay Ridge Pool Association, Inc.**, placed in a circular manner around the outer circle of the seal with the word **Maryland** placed in the bottom part of said outer circle, and the words “**Corporate Seal 1998**” placed in the center part of the inner circle of the seal.

Section 2. The Secretary shall maintain custody of the seal.

ARTICLE XII - Order of Business

The order of business at Pool Association meetings shall include:

- a. Call to order/Quorum present
- b. Reading of the Minutes
- c. Report of the Treasurer
- d. Reports of the Committees
- e. Old Business
- f. New Business
- g. Announcements
- h. Program
- I. Adjournment

ARTICLE XIII - Amendments

Amendments to the Bylaws may be proposed at any meeting of the Pool Association. Except as provided in Article X, Section 4, if the proposed amendment is approved by a majority of the Pool Association members present, the President shall ask that a notice of the proposed amendment be conveyed to all Pool Association members at

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least 15 days before the next Pool Association meeting, stating that the amendment shall be presented for the second and final reading at the meeting. Except as provided in Article X, Section 4, the proposed amendment shall become effective immediately if approved by the majority of the Pool Association members present.

ARTICLE XIV - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Pool Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Pool Association may adopt.

Revised November, 2013 and Adopted:

2013 Bylaws Review Committee:

Jay Green

Paul Behrends

Kurt Karsten

Bill Thomas

Revised November, 2011 and Adopted:

2011 Bylaws Review Committee:

Pam Jacobsen

Paul Behrends

Kurt Karsten

Sue Russell

Bill Thomas

Revised April, 2005 and Adopted:

2005 Bylaws Review Committee:

Carlene Cassidy

Paul Behrends

Kurt Karsten

Tom Stuckey

Revised April 20, 2000 and Adopted:

1998 Bylaws Review Committee:

Kurt Karsten

Bill Davidson

Diana Rode

Bruce Owen

Keith Porterfield

Original Adopted at the December 14, 1998 membership meeting.