

BYLAWS of MERRIMACK PARK RECREATION ASSOCIATION, INC.

ARTICLE I (Membership)

Section 1. Number and Qualifications of Members.

There shall not be more than three hundred members. A member is a person who holds a certificate of membership and must at the time of acquisition of said certificate be a bona fide resident of, or the owner of a house within, the areas hereinafter mentioned. A certificate of membership made out to a husband and wife shall be held by them as tenants by the entirety. The term "bona fide resident," as used above, shall include a person who has made a binding contract to purchase a house within the said areas.

Section 2. Payment for Certificate of Membership .

Upon payment of an amount to be determined by the Board of Directors, a certificate of membership as provided in Section 1 of this Article shall be duly issued.

Section 3. Membership Privileges.

- a.** Members of the Corporation may use the swimming pool and other facilities upon payment of annual dues as hereinafter provided. Children and other permanent occupants of a member's home may use said facilities upon payment of such annual dues as the Board of Directors may prescribe.
- b.** Use of the facilities by members, nonmembers, guests, and others shall be subject to such rules as the Board of Directors, acting in the best interests both of the members and the community, may from time to time adopt.

Section 4. Transfer of Certificate of Membership.

A member who wishes to resign from the Corporation shall inform the Secretary in writing. If the member certifies that he wishes to resign because he is selling his house or lot, he shall have the right to transfer the certificate of membership to the buyer thereof; all transfers of membership shall be subject to monies due the Corporation by the seller. Otherwise, the Board of Directors shall have the option for a period of thirty days from the receipt of such notification to purchase the membership by paying the member the amount determined by the Board of Directors to be the value of the membership as reflected in the last annual financial statement, less any dues or assessments owed the Corporation by the member. In the event that the Board elects not to exercise this option, the member shall be free to sell it as he sees fit.

Section 5. Withdrawal of Membership.

A certificate of membership may be rendered null and void by action of the Board of Directors, upon two-thirds vote of their entire membership, for cause; provided, however, at least five days prior to any such action, the Board of Directors shall cause to be served upon the member a bill of complaint showing the grounds for the action sought, and the member may within five days or such additional time as the Board of Directors may specify file with the Secretary his reply in writing. The member may also appear at a personal hearing before the Board. The Board of Directors shall then consider said replies in reaching its ultimate determination of the matter. Service of said bill of complaint shall be made by leaving the same at the residence address of the member as shown in the books of the Corporation with any adult member of his household. Upon expulsion, the Corporation shall pay the holder the value of the membership as given in the latest financial statement, plus such current assessment as may have been collected pursuant to Article VI, Section 2(b) of these By Laws, less any indebtedness to the Corporation by the member.

Section 6. Areas Open to Membership.

Membership shall be open to those persons specified in Section I of this Article in the following order of preference:

- a. Residents of the area bounded by Wilson Lane, MacArthur Boulevard, Goldsboro Road, and River Road, in order of date of application.
- b. If the desired number of members is not obtained from area (a), then membership may be opened to residents of such other areas and for such period as the Board of Directors may determine, in their order of application for such membership.

**ARTICLE II
(Principal Office and Resident Agent)**

Section 1. Principal Office.

The principal office of the Corporation shall be located at the address of the resident agent.

Section 2. Resident Agent.

The resident agent of the Corporation shall be the President, who shall live in Montgomery County, Maryland.

Section 3. Books and Records.

The books and records of the Corporation shall be kept at the principal office of the Corporation, or at such other place as may be designated by the Board of Directors.

ARTICLE III (Meetings of Members)

Section 1. Annual Meeting.

The annual meeting of the members of the Corporation shall be held during the month of March, at a time and place to be designated by the Board of Directors. Members shall be duly notified of the same not less than fifteen days prior thereto. Included in the notice of the meeting shall be an agenda, which shall include the names of those members nominated by the nominating committee and those, if any, nominated by petition to fill the seats of those Board members whose terms are expiring. At such meeting the members shall elect directors to the Board of Directors and transact such other business as may properly come before it.

Section 2. Special Meeting.

Special meetings of the members of the Corporation may be called at any time by vote of the majority of the Board or by a petition signed by thirty members of the Corporation and delivered to the Secretary not less than twenty days before the day on which the special meeting is desired. Due notice of the special meeting shall be given the members not less than fifteen days prior thereto. No business shall be entertained or transacted other than that stated in the notice.

Section 3. Quorum.

A quorum shall consist of ten percent of the members for agenda items, except for ByLaw amendments, special assessments, removal of officers, and items of new business not included on the agenda, in which cases the quorum shall be twenty percent.

ARTICLE IV (Board of Directors)

Section 1. Number and Term of Office.

The business and property of the Corporation shall be managed and controlled by a board of twelve directors. The directors shall be elected by plurality vote of the members at the annual meeting, with four to be elected each year, beginning with the annual meeting in 1974, for three year terms. The chairman and vice chairman of the Board shall be the president and vicepresident, respectively. Directors must be members.

Section 2. Nomination of Directors.

A nominating committee consisting of not less than three members who are not members of the Board shall be appointed by the president, with the approval of the Board, before the annual meeting or any special meeting at which nominations are to be made. The Nominating Committee must have a majority of non board members. The nominating committee shall nominate at such meeting one or more candidates for each position and shall certify that those nominated will serve if elected. Upon appointment of the nominating committee, the membership should be promptly notified of the names of its members and the names of the people whose terms are expiring.

Additional nominations may be made by (a) a petition signed by three members delivered to the Secretary in time for the name of the nominee to be included in the notice of the meeting, or (b) from the floor. In each case, the nominator(s) shall certify, or the nominee shall personally state, that the nominee will serve if elected.

No Board member whose term is expiring may be renominated if he has just completed two successive elected terms.

Section 3. Vacancies.

In case of any vacancy in the Board of Directors,, e remaining directors by an affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term, and until the next annual election.

Section 4. Absence of Director.

The Board of Directors, by a majority vote of its entire membership, may remove a director who is absent from three consecutive regular meetings of the Board without valid excuse.

Section 5. Meetings of Directors.

Regular meetings of the Board shall be held during April, May, June, July, August, and September, at a time, date, and place to be designated by the chairman; and notices of such meetings shall be given to each director at least five days prior thereto. Special meetings of the Board may be called at any time by the chairman, or in his absence by the vice chairman, or by two directors. Members may attend all Board meetings except when a majority of those Board members present declare an executive session. Information on time and place of Board meetings may be obtained from the secretary.

Section 6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting from one time to another.

Section 7. Informal Action of Directors.

Any action required and permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if it is ratified at the next Board meeting.

Section 8. Compensation of Directors.

Directors shall not receive any compensation for their services as directors and shall not otherwise be gainfully employed by the Corporation.

Section 9. Chairman of the Board.

The chairman of the Board of Directors shall preside at all meetings of the directors, and shall perform all the duties usually incident to such office. The vice chairman of the Board shall act in the absence of the chairman.

Section 10. Removal of Directors.

Directors may be removed at any time by the membership in the manner provided by the Corporate Laws of the State of Maryland.

ARTICLE V (Officers)

Section 1. Officers.

Officers must be members of the Corporation and must be residents of the areas set forth in Article I, Section 6. The officers shall be elected by the directors from among their number at the first meeting following each annual meeting. Officers shall serve without compensation. The officers shall be as follows: president, vice president, secretary, and treasurer, each of whom shall serve for one year. No person may hold more than one office at one time.

Section 2. Powers and Duties of the President.

The president shall preside at all meetings of the members of the Corporation and the Board of Directors. He shall have power to sign certificates of stock, to sign and execute all contracts and instruments in the name of the Corporation, to appoint and discharge agents and employees and to fix their compensation; provided, however, any appointment, discharge, or compensation shall be subject to the approval of the Board of Directors. He shall perform all the duties usually incident to the office of president. The president shall execute the mandates of the Board of Directors.

Section 3. Powers and Duties of the Vice President.

The vice president shall have such powers and perform such duties as may be delegated to him by the president. In the absence or disability of the president, he shall perform the duties and exercise the powers of the president.

Section 4. Powers and Duties of the Secretary.

The Secretary shall keep the minutes of all meetings of the Board of Directors, of the members of the Corporation, and any other meeting to which the secretary is designated by the chairman of the Board of Directors to attend, in books provided for the purpose; he shall attend to the giving and serving of all notices; he shall sign with the president, or with the vice president, in the name of the Corporation, all contracts and instruments and shall affix the seal of the Corporation thereto when required; he shall have charge of the books of certificates of membership, and such other books and papers as the Board of Directors may direct; and he shall perform in general all the duties incident to the office of secretary, subject to the control of the Board of Directors. He shall submit such reports to the Board as may be requested by it.

Section 5. Powers and Duties of the Treasurer.

The treasurer shall have custody of all funds and securities of the Corporation which may come into his hands; when necessary or proper he shall enforce on behalf of the Corporation for collection all negotiable instruments and shall deposit the same to the credit of the Corporation in such bank or banks as the Board of Directors may designate. Whenever required by the Board of Directors he shall render a statement of his cash account; he shall cause to be entered regularly in the books of the Corporation, to be kept for that purpose, a full and accurate account of the Corporation. He shall perform all acts incident to the position of treasurer, subject to the control of the Board of Directors. All checks must be signed jointly by any two of the following: the treasurer, the secretary, the vice president, and the president. He shall be bonded by the Corporation.

ARTICLE VI (Annual Dues and Assessments)

Section 1. Amount.

Dues for each fiscal year shall be determined by the Board of Directors and shall be announced at the annual meeting or in a notice sent by mail to the membership.

Section 2. Assessments.

a. A deficit assessment to cover a deficit in the previous season's operations may be levied on each member by the Board of Directors and, if levied, shall be announced in the same manner as the amount of annual dues for the current year.

b. A special assessment for any other purpose shall only be levied by a two thirds vote of the members present and voting at the annual meeting, or at a special meeting called for the purpose.

Section 3. Payment of Dues and Assessments.

Dues shall become due and payable on or before May 1 of the current fiscal year. Assessments shall be payable within ninety days after levy. Facilities of the Corporation may not be available to members or others entitled thereto unless the current fiscal year's dues and assessments have been paid by the required date.

ARTICLE VII (Committees)

Section 1. Standing Committees.

The president, with the approval of the Board, shall appoint the following standing committees:

a. An Operations Committee, to be chaired by a Board member, which will exercise supervision of the pool and the grounds

b. A Finance Committee, to be chaired by a Board member, which will be responsible for the preparation of all financial statements required of the Corporation, excepting the audit, and make recommendations regarding other financial matters of the Corporation.

Section 2. Other Committees.

In addition, the Board of Directors may provide for such other committees as it deems necessary and define their powers and duties.

ARTICLE VIII (Notices, Waivers, and Voting)

Section 1. Notices to be Mailed.

All notices mentioned in these By-Laws shall be mailed to the address of the person entitled thereto shown on the books of the Corporation, and the mailing of the same, postage prepaid, shall constitute good notice.

Section 2. Waivers of Notice.

Whenever any notice is required to be given by law, or under the provision of the Certificate of Incorporation or of these By Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto unless such waiver is expressly prohibited by law.

Section 3. Voting.

At meetings of the members of the Corporation, each holder of a certificate of membership, duly registered in his name in the books of the Corporation at least fifteen days prior to any such meeting, may cast one vote. In the case of a certificate of membership held by a husband and wife, either of the two may cast one vote. It shall be the duty of the Secretary to have prepared and make, at least five days before every election, a complete list of members of the Corporation entitled to vote and such list shall be open for inspection by any member and shall be produced at the time and place of such election and kept there until the election is concluded.

ARTICLE IX (Amendment of ByLaws)

Section 1. Amendment by Members Only.

These By Laws may be amended or new By Laws made by action of the members of the Corporation only. By Laws may similarly be repealed.

Section 2. Amendment Procedure. Amendment, repeal, or making of new By Laws shall be made in the following manner: Notice of the proposed amendment, repea⁴ or new By Law shall be mailed to each member of the Corporation at least fifteen days prior to any meeting at which such proposal shall be considered. Action by the members of the Corporation shall require a twothirds vote of those present and voting.

ARTICLE X

(Miscellaneous)

Section 1. Execution of Corporate Papers.

All written obligations of the Corporation shall be executed by the president or vice president and secretary.

Section 2. Authority to Obligate.

No obligation on the part of the Corporation shall be entered upon without the authorization of the Board of Directors first had and obtained.

Section 3. Corporate Books and Records.

Corporate books and records shall be open to inspection by members upon reasonable notice.

Section 4. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of November and terminate on the thirtyfirst day of October in each year.

Section 5. Corporate Seal.

The Corporation Seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal" and "Maryland." The Corporate Seal shall be kept by the Secretary.

Section 6. Financial Statements.

- a. The Board of Directors shall cause to be prepared and transmitted to each member of the Corporation at least fifteen days in advance of the annual meeting of the members of the Corporation, a statement of the physical and financial condition of the Corporation covering the previous fiscal year, a consolidated balance sheet showing the assets and liabilities of the Corporation, and a budget for the next fiscal year.
- b. The Board shall arrange for an audit of the books not less than once every three years, the results of which shall be transmitted to the membership.

Section 7. Dividends and Refunds.

There shall be no dividends to members of the Corporation. There shall be no refunds to members except as provided in these By-Laws.

Section 8. Certificate of Membership.

A certificate of membership shall be issued to each member in such form as prescribed by the Board of Directors. A single certificate of membership shall be issued to a husband and wife as tenants by the entirety.

Section 9. Parliamentary Rules.

All meetings of the Corporation shall be governed by the rules contained in the current edition of Roberts Rules of Order except where they conflict with the Statutes, Charter, and By-Laws.

Section 10. Other Power of Membership.

The membership may, by a majority vote at a meeting, direct the Board to place an item on the agenda for consideration at the Board's next meeting.