

# **MANOR WOODS SWIM CLUB, INC.**

## **BY-LAWS**

### **ARTICLE I – NAME**

**The name of this Corporation shall be the Manor Woods Swim Club, Inc.**

### **ARTICLE II – PURPOSE**

**The purpose for which the Corporation is formed is to promote the health and general welfare of its members through the construction, ownership, and operation of a swimming pool and other recreational facilities.**

### **ARTICLE III – MEMBERSHIP**

**Section 1. Geographical Area. Application for membership shall be limited to residents** in that area beginning at the intersection of Twinbrook Parkway and Norbeck Road and proceeding eastward along the south side of Norbeck Road to Chesterfield Road, which is the boundary of Manor Country Club. Then southeast on Chesterfield Road to the south side, of Bel Pre Road and then, east on Bel Pre Road to the west side of Georgia Avenue. Then south on Georgia Avenue to the north side to Aspen Hill Road and west on Aspen Hill Road to the east side of Viers Mills Road. Then north on Viers Mill Road to the east side of Twinbrook Parkway and finally north on Twinbrook Parkway to Norbeck Road. Boundaries include the Rock Creek Townhomes community and land east of Rockville High School (RHS) upon which new townhomes are being developed (RHS cluster). Said boundaries also include small portions of the Wheaton High School and Kennedy High School clusters.

**For the purpose of this section, a resident shall include any person who signed a sales contract to purchase a home in the above described geographical area or any person who resides in a home in the above-described geographical area, provided, that in the event the sales contract on the home is not consummated, membership granted on the basis of such residency shall be revoked. However, where membership is granted as a result of actual residency within the above-described**

**geographical area, such membership shall not thereafter be dependent upon the member remaining a resident of that area.**

**Section 2. Types of Membership. A member for purposes of these BY-LAWS, shall be an individual or household and this membership entitles all members of the household to utilize the Corporation's facilities upon the payment of dues as fixed by the Board of Directors. A household for the purpose of these BY-LAWS shall include all persons permanently residing in the same housing unit plus all other persons residing in the same housing unit for the relevant pool season.**

**Membership in the Corporation shall consist of two types, permanent and temporary.**

**a. Permanent Member. A permanent member is a member who has purchased and paid for a membership certificate as well as paid all dues and assessments for the current year, as declared by the Board of Directors**

**b. Temporary Member. A temporary member is a member who purchases a membership on an annual basis or less than an annual basis.**

**Section 3. Number of Memberships.**

**Permanent Memberships. Permanent memberships in the Corporation shall be limited to a maximum of 400 households.**

**Temporary Memberships. Temporary memberships may be sold to replace unfilled permanent memberships and inactive memberships (Article V, Section 5).**

**Section 4. Application of Membership. Persons desiring membership shall apply to the Membership Committee on forms provided by the Corporation. Applicants for membership, after the maximum permissible under these BY-LAWS has been issued, will be placed on a waiting list to be maintained by the Membership Committee. Memberships will be made available to applicants in the order of their appearance on the waiting list as they become available. When a permanent membership is offered to the next applicant on the waiting**

**list, the applicant must accept or decline the offer within a reasonable time, after which the applicant is moved to the end of the wait list.**

## **ARTICLE IV – PRICE OF MEMBERSHIP, ANNUAL DUES AND ASSESSMENTS**

**Section 1. Price of Membership. The prices of membership shall be as follows:**

**Prior to June 15, 1967   \$350.00**  
**Effective June 16,1967   \$375.00**  
**Effective January 1, 1968     \$400.00**  
**Effective June 1, 1971   \$450.00**

**Effective January 1, 2022, \$475 Initiation Fee, per Article V, Section 4.**

**Section 2. Annual Dues. Each household, as defined by Article III, Section 2 of these BY-LAWS, shall be assessed and required to pay that amount deemed necessary 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.**

**Section 3. Date of payment of dues. Annual dues are due on or before May 1st of each year. Dues not received by the Corporation by May 1st shall be assessed an additional charge of \$75.00. The entire annual dues, outstanding fees, and assessments shall be charged against any membership on the books of the corporation as of May 1st of each year. Any amounts outstanding on or after June 1st shall subject the membership to revocation under Article V, Section 6. No member of any household shall be entitled to the use of any of the Corporation’s facilities until the entire annual dues for that household, together with penalties, where applicable, have been paid.**

**Section 4. Special Assessments. A special assessment upon the membership for any purpose shall only be levied after the approval of a Majority vote of the Membership present at the annual meeting or at a special meeting called for that purpose.**

**Section 5. Taxes. Where taxes are prescribed by Federal, State, or local laws upon any of the dues and fees required by these BY-LAWS, such**

**taxes shall be deemed part of the annual financial obligation of each membership to the Corporation.**

## **ARTICLE V – MEMBERSHIP RIGHT AND PRIVILEGES**

**Section 1. Use of Facilities. Members who pay their annual dues and fees in accordance with the procedures set forth in these BY-LAWS and abide by the established rules and regulations of the Corporation shall be considered in good standing and shall enjoy the use of the Corporations facilities as long as they remain in good standing.**

**Section 2. Voting. Each household that holds a permanent membership shall be entitled to one vote at Corporate meetings or on any other matter before the General Membership. Such vote may be cast only by an adult member or their written proxy. Such written proxies are valid for no more than thirty (30) days.**

**Section 3. Holding Office and Attendance at Board of Directors Meetings.**

- a. Holding Office. Only adult permanent members may serve as Officers of the Corporation. Of the fifteen (15) members of the Board of Directors serving at any one time, ten (10) must be permanent members, and the remaining five (5) may be either permanent or temporary members, provided that such temporary members have been temporary members for at least two (2) consecutive summers prior to their election.**
- b. Attendance at Board of Directors Meetings. Any adult permanent or temporary member shall be entitled to attend any meeting of the Board of Directors.**

**Section 4. Transfer of Membership.**

**Membership is not transferable. When a permanent member who purchased their membership before or on December 31, 2021, resigns or the membership is terminated, refund of the membership share will be made by the Corporation at the time the certificate is reissued to another purchaser or as otherwise approved by action of the Board of Directors. Such refund will be made in accordance with the following schedule:**

| <b>For Memberships Effective</b>                   |                 |
|--|-----------------|
| <b>Which Cost June 1, 1971 – December 31, 2021</b> |                 |
| <b>\$350.00</b>                                    | <b>\$400.00</b> |
| <b>375.00</b>                                      | <b>425.00</b>   |
| <b>400.00</b>                                      | <b>450.00</b>   |
| <b>450.00</b>                                      | <b>450.00</b>   |

**For memberships purchased January 1, 2022 and after, the membership share is rescinded. In its place, beginning in 2022, there is a \$475.00 Initiation Fee that is only refundable in the first four years of membership as follows:**

**After first pool season, if the member returns the membership to the pool, \$300 is refunded. After two seasons, \$200 is refunded, \$100 after three seasons is refunded and the fee is nonrefundable after four seasons and thereafter.**

**The Corporation shall exercise the right to offset amounts owed to it by the outgoing member.**

#### **Section 5. Inactive Member.**

**A member who cannot use the pool or other facilities of the Corporation during any fiscal year(s) may, at the discretion of the Board of Directors, become an inactive member for the years(s) and shall become exempt from any deficit assessments covering that period of operation. Special assessments shall be payable in full unless the resolution levying the special assessment expressly provides otherwise. To warrant consideration by the Board of Directors for the status of inactive members or the termination of memberships for the purpose of refunding annual dues, written notice must be received by the Membership Chairman on or before May 1st of that season. No portion of annual dues shall be refunded when said notification is received subsequent to that date.**

**When a membership is declared inactive, the Corporation shall, if possible, utilize the vacancy for a temporary membership. If a temporary member cannot be found, the annual dues must be paid by**

**the member who is declared inactive.**

**Inactive members and individuals who owe their status to an active member shall not be entitled to use the facilities of the Corporation.**

**Section 6. Suspension of Membership Privileges and Revocation of Membership. Membership privileges of members who do not comply with the rules and regulations governing the use of Corporation facilities and/or the provisions set forth in these BY-LAWS will be subject to the penalties (suspension or revocation) set forth in said rules and regulation. Membership privileges may be suspended for one day or less by the Pool Manager as a disciplinary measure as provided for in the rules and regulations. Suspension of membership privileges for more than one day will be subject to a two-thirds (2/3) vote by the Board of Directors. Revocation of membership for violation of rules and regulations will be subject to a two-thirds (2/3) vote of those voting at a meeting of the membership. Revocation of membership for delinquency in financial obligation to the Corporation will be at the discretion of the Board of Directors. In the event of the revocation of a membership, the Corporation will purchase said membership less termination fees as set forth in Section 4, paragraph b of the Article.**

**Section 7. Guest Privileges. The use of pool facilities will be limited to members and their paid guests. Guests must be accompanied by a member. Other conditions and admission fees pertaining to guests will be set forth in the “Rules and Regulations Governing the Use of Pool Facilities.” Each member will be furnished with appropriate identification by the Corporation.**

**Section 8. Use of Pool by Other Organizations. Use of pool facilities by organizations and groups may be permitted, subject to such conditions as the Board of Directors may prescribe.**

## **ARTICLE VI – NOTICES AND WAIVERS**

**Section 1. Any reference in these BY-LAWS to mail or other forms of notification shall include electronic notifications, including email. For the purpose of required notifications, an individualized electronic address, mobile phone number, or other personalized electronic address must be used. Posting on a website or other generalized communication**

does not, alone, constitute adequate notice.

**Section 2.** Whenever any notice is required to be given by Law, or under the provisions 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 in the waiver, shall be deemed equivalent to the notice unless such waiver is expressly prohibited by law.

## **ARTICLE VII – MEMBERSHIPS MEETINGS**

**Section 1. Annual Meetings.** The annual meeting of the members of the Corporation shall be held during the month of February of each year at a time and place to be designated by the Board of Directors. Members shall be notified of this meeting in writing not less than twenty-one (21) days prior thereto. At such meeting the members shall nominate and elect members to the Board of Directors and transact such other business as may properly come before it.

**Section 2. Special Meetings.** Special meetings of the members of the Corporation may be called at any reasonable time by the Chairman of the Board of Directors, provided the Chairman first obtains consent in writing of not less than fifteen (15) members. A special meeting shall be called by the Chairman upon the request in writing of not less than ten (10) percent of the members or three-quarters (3/4) of the members of the Board of Directors. Due notice of special meeting shall be given to the members, in writing, not less than ten (10) days prior thereto. The purpose for which a special meeting is called shall be stated in the notice of said meeting and no other business shall be entertained or transacted at that meeting.

**Section 3 Quorum.** Five percent (5%) of the permanent members shall constitute a quorum at all meetings of the Corporation for the transaction of business except as otherwise provided by statute, these BY-LAWS, or by the Certificate of Incorporation. If a quorum is not present, an adjournment shall be taken to date not less than 15 nor more than 30 days thereafter, and the members present at any such later meeting shall constitute a quorum, regardless of the number of members present. The same notice shall be given for the later meeting

as is prescribed in these BY-LAWS for the original meeting. The transfer books of the Corporation shall be closed and a list of members eligible to vote shall be made up at least seven days prior to any annual meeting and at least three days prior to any special meeting.

**Section 4. Majority Vote Controlling.** When a quorum is present at any meeting, the vote of the majority of the permanent members present (in person or represented by proxy) shall decide any questions brought before such meeting, unless the question is one upon which, by express provision of State Statute or of the Certificate 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 5. Plurality Vote for Directors.** The election of Board members shall be by a plurality, that is, each pool member entitled to vote will cast a single vote for each vacant position on the Board, casting no more than one vote for any one candidate. The entire slate of candidates shall be voted on by a single ballot, with those candidates receiving the greatest number of votes constituting the winners. For example, if there are 10 candidates running for 5 vacancies on the Board, the 5 candidates receiving the greatest number of votes shall be declared the winners. Thus, a run-off would be required only if, for example, the 5th and 6th highest vote-getters received the same number of votes, resulting in a tie.

## **ARTICLE VIII – OFFICERS AND THEIR DUTIES**

**Section 1.** The officers of the Corporation shall be a President, Vice-President, Treasurer, and Recording Secretary all of whom shall be elected by the Board of Directors, from their own number. Officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the members. Unless removed sooner as herein provided, they will hold office for a term of one (1) year and until the election and qualification of their respective successors. The President shall not be permitted to serve more than two consecutive terms.

**Section 2. President.** The President shall:

**Be the Chief Executive Officer of the Corporation and Chairman of the Board of Directors;**



**Preside at all meeting of the members and all meeting of the Board of Directors;**

**Direct and supervise all employees of the Corporation. This authority may be delegated.**

**Section 3. Vice-President. The Vice-President shall have and exercise all the powers, authority, and duties of the President during the absence or disability of the latter.**

**Section 4. Treasurer. The Treasurer shall:**

**Have custody of all funds, securities, valuable papers and other assets of the Corporation, subject to such limitations and control as may be imposed by the Board of Directors;**

**Sign all checks, drafts and other orders for the disbursement of the Corporation's funds and collect the Corporation's revenue. All disbursements of funds of the Corporation, except as provided by Article XI, Section 2 of these BY-LAWS, shall be made by check or the electronic equivalent.**

**Provide and maintain full and complete records of all the assets and liabilities of the Corporation.**

**Render to the members and the Board of Directors, at regular meetings, or when the Board of Directors so requires, an accounting of all transactions as Treasurer and of the financial condition of the Corporation.**

**Prepare such financial reports and tax returns as are required by law.**

**Be bonded in such amount as the Board of Directors may require. Corporation shall pay the necessary premium for such bond.**

**Render the accounts for audit by a person or persons selected by the Board of Directors who shall not be Directors of the Corporation, at least once every five years and if at least 20 members jointly submit a request to the Board of Directors for an audit of the prior fiscal year.**

**Section 5. Recording Secretary.** The Recording Secretary shall keep the minutes of all meetings of the Board of Directors and of the meetings of the membership of the Corporation and of any other meeting to which the Recording Secretary is designated by the Chairman of the Board to attend, in books provided for that purpose.

**Section 6.** In addition to the specific enumerated duties of officers as prescribed herein, any officer shall perform such other duties as customarily appertain to the office or as they may be directed to perform by resolution of the Board of Directors not inconsistent with these BY-LAWS or existing statutes.

**Section 7.** When any officer is absent, disqualified, or otherwise unable to perform the duties of the office, the Board of Directors may designate another member of the Board to act temporarily in their place.

**Section 8.** If an officer fails to attend three consecutive meetings of the Board of Directors, or otherwise fails to perform any of the duties devolving upon them as an officer, their office may, after the Board notifies them in writing at least five (5) days prior to a regular Board meeting of such contemplated action and after their having been granted an opportunity for a hearing, be declared vacant by a majority vote of the Board of Directors and the vacancy filled as herein provided. The validity or reasonableness of an officer's explanation shall be determined by the Board.

**Section 9.** Any officer of the Corporation may be removed from office by the affirmative vote of two-thirds (2/3) of the members present at a special meeting held for that purpose, but only after an opportunity to be heard has been given to them.

**Section 10.** The officers shall not be gainfully employed by the Corporation.

## **ARTICLE IX – DIRECTORS AND THEIR DUTIES**

**Section 1. The affairs of the Corporation shall be managed by a Board of Directors consisting of fifteen (15) members, all of whom shall be members permanent or temporary of the Corporation at the time of their election.**

**Section 2 At each annual meeting there shall be elected to the Board of Directors as many members as needed to fill upcoming vacancies. Directors shall serve for a term of three years. Each director shall hold office until the election of his successor. Each director shall be an adult member of a household holding a membership in the Corporation.**

**Section 3. The Board of Directors shall, at least 21 calendar days before the annual membership meeting, notify all members of upcoming vacancies on the Board of Directors and the opportunity to nominate or self-nominate new directors. The full membership shall be notified of Board of Directors vacancies at least twice, before the annual meeting.**

**Section 4. In case of any vacancy in the membership of the Board of Directors, the remaining directors, by an affirmative vote of a majority thereof, may elect a successor; but the successor so elected shall hold office only until the next annual meeting of the members of the Corporation, at which time a new Director is elected to a new and full term.**

**Section 5. If a director fails to attend three consecutive meetings of the Board of Directors, or otherwise fails to perform any of the duties devolving upon them as a director, the office may, after the Board notifies them in writing at least five (5) days prior to a regular Board meeting of such contemplated action and after they have been granted an opportunity for a hearing before the Board, be declared vacant by a majority vote of the Board of Directors and the vacancy filled as herein provided. The validity or reasonableness of a director's explanation of absence shall be determined by the Board.**

**Section 6. Any director of the Corporation may be removed from office by the affirmative vote of two-thirds (2/3) of the members present at a special meeting held for that purpose, but only after an opportunity to be heard has been given them at such meeting.**

**Section 7. Regular meeting of the Board shall be held during the second week of each month from February through November of each year.**

**The time and place of the meeting shall be designated by the President and notices shall be given to each director in writing at least five (5) days prior thereto.**

**Section 8. Special meeting of the Board may be called at any time by the President or upon consent in writing of no less than six (6) directors. Notice of such special meeting stating the purpose thereof shall be given to all directors in writing at least three (3) days prior to the date of the meeting, excluding Sunday and holidays.**

**Section 9. 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 by the Certificate of Incorporation or by these BY-LAWS.**

**Section 10. In the absence of the President of the Board from a meeting the Vice-President shall act in their place. In the absence of both the President and the Vice-President, a director previously designated by the President may serve as acting President. If no acting President has been so designated, the directors attending the meeting shall elect a temporary President.**

**Section 11. Each member serving on the Board of Directors as of the opening day of the swim season shall be entitled to receive free guest privileges for not more than fifteen (15) guests per season. The free guest shall be nontransferable and non-cumulative from year to year.**

**Section 12. Each person who acts as a director of the Corporation shall be indemnified by the Corporation against expense actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a part by reason of their being or having been a director, except in relation to matter as to which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of their duties.**

**Section 13. Duties. In the Board of Directors shall be vested the authority for the general direction and control of the affairs of the**

**Corporation. In addition to the duties customarily performed by the boards of directors, the Board of Directors shall have the authority to:**

**Accept or reject proposed numbers;**

**Fix the amount and character, and approve, surety bonds required of any person handling or having custody of funds;**

**Elect directors to fill vacancies on the Board of Directors as herein provided;**

**Elect and remove from office any officer as herein provided;**

**Employ, fix the compensation, and prescribe the duties of such employees as may, in the discretion, of the Board, be necessary; (The Board may delegate its authority in this matter to individuals or committees it may designate.);**

**Establish and approve rules and regulations for the safe and convenient use of the Corporation's facilities; publish or otherwise inform all members and others authorized use of the facilities of such rules and regulations, and provide necessary measure to enforce them;**

**Appoint one of its own members to be the contracting officer of the Corporation. Such person shall have such duties and authority as shall be granted from time to time by the Board by specific resolution;**

**Authorize the incurring of obligations and the payment of such obligations;**

**Authorize and supervise investments of the Corporation;**

**Designate the depository(s) and conditions of deposit for the funds of the Corporation;**

**Each year fix the amount of annual dues or any special fees or assessments deemed necessary for satisfactory operation of the Corporation.**

**Call annual and special meetings of the members of the Corporation as**

**herein provided and establish the time and place of such meetings;**

**Constitute and appoint committees and define the duties and powers of such committees (Article X);**

**Provide for competent audit of the Corporation's books and records per Article VIII, Section 4. ;**

**Be responsible for causing a written report of any audit, covering the previous fiscal year, and a consolidated balance sheet showing the assets and liabilities of the Corporation, to be provided to each member of the Corporation in person, or mailed, at least fifteen (15) days in advance of the annual meeting of the Corporation;**

**Appoint a general counsel who shall advise on matters of legal import concerning the Corporation;**

**Rule on all questions as to the meaning or proper interpretation of the BY-LAWS; such ruling to be determined by majority vote of the Board of Directors.**

**Section 15. The Board of Directors shall have no authority to sell, rent or lease property, or grant easements other than those necessary to serve utility service, without the approval of the majority of the membership present at regular or special meeting of the Corporation. This exclusion does not apply to de minimus, income generating opportunities that are approved by the Board of Directors and are consistent with the purpose of operating a community pool and recreational facility.**

**Section 16. Except to the extent restricted by Section 15 of this Article, the Board of Directors shall have the power and authority to authorize and contract for, pay for, and/or pledge the Corporate credit and to encumber the Corporate property for the purpose of raising funds to add to the capital facilities, make emergency repairs on existing facilities, or operate the facilities in accordance with the purposes for which the Corporation was organized and consistent with the requirement of Section 14 preceding. Under this sub-section of the BY-LAWS, the Board shall not have the power and authority to encumber or otherwise use the Manor Woods real property as collateral for more**

than \$10,000 in any one fiscal year for adding to the capital facilities, making emergency repairs on existing facilities or operation of the facilities. The \$10,000 limitation includes the actual cash expenditure plus deferred payment. Any encumbrance or similarly secured loan, in excess of \$10,000, shall require the approval of the majority of the membership present at a regular or special meeting of the Corporation.

## **ARTICLE X – COMMITTEES AND THEIR DUTIES**

**Section 1.** The following standing Committees may be appointed by the Board of Directors for the purpose of submitting appropriate plans and recommendations to the Board, carrying out and administering the decisions of the Board, and assisting the officers of the Corporation and the Board of Directors in the performance of their duties.

**Membership committee.** The membership Committee shall consist of a President and at least four appointive members. The Committee shall process application for memberships, exercise general supervision over matters related to memberships, and submit plans and recommendations to the Board of Directors concerning memberships, including drafts of proposed revisions to the BY-LAWS for approval by the Board of Directors. The Committee shall investigate and report to the Board of Directors on the acceptability of applicants for membership in the Corporation subject to requirements stated elsewhere in these BY-LAWS.

**Pool and Grounds Committee.** To the extent delegated by the Board of Directors the Pool and Grounds Committee shall exercise supervision of the pool and grounds; shall attend to the improvement and maintenance of the pool, buildings, recreation area, operating-equipment, and grounds; shall prepare and recommend for the approval of the Board of Directors all rules for the operation of the pool and recreation facilities; shall arrange for the employment of and the supervision of necessary life guards and other employees; shall make recommendations to the Board of Directors for appropriate insurance coverages, and shall make recommendations to the Board of Directors for the employment of and the purchase of (1) safety devices and other facilities designed to protect the, life, health, safety, and welfare of the members and users of the swimming pool and (2) other recreational facilities of the Corporation. The Committee shall arrange for and supervise swimming lessons and

**other educational instruction designed to promote proper use of the swimming pools and other recreational facilities and to ensure the safety of all members and other users of the facilities of the Corporation. This Committee shall also investigate and report its findings to the Board of Directors on all violations of these BY-LAWS, all violations of any rule or regulation of the Corporation, and all changes or complaints against any member or other person using the facilities of the Corporation.**

**Finance Committee. The Finance Committee shall prepare an annual budget for submission to and approval by the Board of Directors, and in cooperation with the Treasurer, make recommendations to and advise the President and Board of Directors respecting the financial affairs of the Corporation.**

**Program Committee. The Program Committee shall prepare, plan, and supervise entertainment and social activities and other planned recreational activities.**

**Section 2. On recommendation or approval of the Board of Directors, the President shall appoint such other standing committees or temporary committees as may be deemed necessary or expedient to further the purposes of the Corporation.**

**Section 3. The Chairman and Vice-Chairman of the Board of Directors shall be members, ex-officio, of all committees.**

**Section 4. The chairman of all standing and temporary committees shall be designated by the Board of Directors.**

**Section 5. The chairman of each committee shall be an adult member of the Corporation. The other members of each committee are not necessarily limited to adult members of the Corporation.**

**Section 6. The membership in each committee will expire at the annual meeting of the members of the Corporation.**

## **ARTICLE XI – PROPERTY AND FINANCES**

**Section 1. The Board of Directors shall approve and authorize in the annual budget and supplements and amendments thereto, amounts of**



**expenditures and obligations to be incurred by the officers of the Corporation. The budget as approved by the Board of Directors shall then be submitted to the membership for adoption by the annual meeting of the membership held in February. No expenditures or obligations other than from a petty cash fund shall be incurred or made except as provided in this paragraph, other than those already approved by the Board of Directors.**

**Section 2. All disbursements of funds of the Corporation shall be made by checks (or electronic equivalent) signed by the Treasurer or the President. In the absence of either the President or Treasurer, the Vice-President's signature will be authorized to sign in place of the missing officer.**

**Section 3. All funds of the Corporation shall be deposited within a reasonable time of their receipt in an institution, the deposits of which are Federally insured.**

**Section 4. Funds of the corporation may be invested only in obligations of the United States Government or in institutions whose deposits are insured by agencies of the United States Government. They may not be loaned to or invested with an officer, director or member of the Corporation or to or with any other person or entity other than stated in the preceding sentence.**

**Section 5. The Board of Directors shall require adequate fidelity bonds for the faithful performance by the Treasurer of duties, the premiums to be paid from corporate funds.**

**Section 6. There shall be maintained an accounting of receipts from the sale of re-issued memberships for the purpose of tracking Initiation Fees..**

## **ARTICLE XII – AMENDMENTS TO THE BY-LAWS**

**Section 1. Amendments to the BY-LAWS must be proposed at a meeting of the Board of Directors. The proposed amendment must be in writing and contain the signature of at least 20 members.**

**Section 2. Within 30 days of receipt of the proposed amendment, the**

**Board of Directors shall mail a copy of the proposed amendment to each member of the Corporation together with a printed or electronic ballot calling for the adoption or the defeat of the amendment. The members desiring to vote on the amendment shall return their ballot to the Secretary within 14 days after mailing of the ballot.**

**Section 3. The amendment shall be adopted if it receives an affirmative, vote on two-thirds of the ballots returned to the Secretary within the prescribed 14 day period. Mailed ballots will be counted at a regular or special meeting of Board of Directors. However, if less than 25 of the members return their ballot the vote shall be invalid and the Board of Directors may at its discretion call a special meeting of the members of the Corporation to vote on the amendment. At such meeting the amendment may be adopted by a quorum as defined in Article 7, Section 3.**

**Section 4. Amendments to the BY-LAWS, when adopted shall be effective 30 days after mailing of the ballots to the membership unless a specific effective date is set forth in the particular amendment.**

### **ARTICLE XIII – GENERAL CONSIDERATIONS**

**Section 1. All Books of account, minutes of meetings, committee reports and other records of this Corporation shall be available to members of the Corporation at reasonable times and upon request made to the Secretary in writing.**

**Section 2 The latest edition of “Roberts Manual of Parliamentary Rules” shall be the parliamentary guide and shall govern the proceedings of meetings for the membership, Board of Directors, committees, and all other activities of the Corporation, when not in conflict with the specific provisions of these BY-LAWS.**

**April 2022**