

Tilden Woods Recreation Association, Inc.

RESTATED AND AMENDED BYLAWS

ARTICLE I - NAME

Section 1. The name of this corporation, incorporated under the laws of the State of Maryland, shall be the Tilden Woods Recreation Association, Inc. (the "**Corporation**").

ARTICLE II - PURPOSE

Section 1. The purpose of the Corporation shall be to acquire, own, construct, develop, operate, maintain, and manage suitable facilities for the safe and healthful recreation of the Corporation's members, said facilities to include a swimming pool and other appurtenances as the Corporation shall deem desirable and economically feasible. The Corporation shall only operate in furtherance of the general welfare and recreational goals of its members, and shall not operate for the purpose of financial profit or gain.

ARTICLE III – DEFINITIONS

Section 1. For purposes of these Bylaws, the following terms have the meanings specified in this Section 1:

"**Annual Dues**" means the amount, which is non-refundable except as provided in Article IV, Section 10, to be paid annually to the Corporation by each active Membership Unit.

"**Inactive Membership Fee**" means the non-refundable amount to be paid annually to the Corporation by each inactive Membership Unit.

"**Membership Application Fee**" means the amount to be paid by an applicant seeking membership in the Corporation, which shall be non-refundable except as provided in Article IV, Section 9.

"**Membership Initiation Fee**" means the amount to be paid by a new Membership Unit as a prerequisite to admission to the Corporation, which shall be non-refundable except as provided in Article IV, Section 10. For the avoidance of doubt, any initiation fee paid by a member in good standing of the Corporation prior to March 1, 2013, shall be deemed to be such member's Membership Initiation Fee.

Section 2. For purposes of these Bylaws, the following terms have the meanings set forth in the Sections indicated:

<u>Term</u>	<u>Section</u>
" Membership Unit(s) "	Article IV, Section 1
" Pool Member "	Article IV, Section 1
" Trial Membership Fee "	Article IV, Section 8
" Unit Representative "	Article VIII, Section 3

ARTICLE IV – MEMBERSHIP IN THE CORPORATION

Section 1. Membership in the Corporation shall be available to the four categories of membership units set forth below and any other category of membership unit as may be established pursuant to Section 2 below (each, a "**Membership Unit**," and, collectively, the "**Membership Units**"). Each individual within a Membership Unit is hereinafter referred to in these Bylaws as a "**Pool Member**."

a) Young Family Membership Unit – Shall consist of the following individuals (at least one of whom is eighteen (18) years of age or younger on or prior to the annually scheduled day for the spring pool opening): head of household, any persons permanently residing in the household, and, upon approval by the Board of Directors, any other person temporarily residing in the household.

b) Adult Family Membership Unit – Shall consist of the following individuals (none of whom is younger than nineteen (19) years of age on or prior to the annually scheduled day for the spring pool opening): head of household, any persons permanently residing in the household, and, upon approval by the Board of Directors, any other person temporarily residing in the household.

c) Single Adult Membership Unit – Any individual who is nineteen (19) years of age or older and is the only person in his or her household who will use the Corporation's facilities.

d) Legacy Membership Unit – Shall consist of the following individuals: any individual who has been a member in good standing of the Corporation (either individually or as a member of a household) for forty (40) years or more, and any person permanently residing in such individual's household. Legacy Membership Units are not subject to payment of any fees, dues or assessments.

Section 2. The Corporation may establish other categories of Membership Units in addition to those set forth in Section 1 above at any annual meeting of the Corporation, as set forth in Article VIII, Section 1, by an affirmative vote of two-thirds (2/3) of the Unit Representatives present or voting by proxy at such meeting. Any category of Membership Unit established pursuant to this Section 2 may also be eliminated or modified at any annual meeting of the Corporation, as set forth in Article VIII, Section 1, by an affirmative vote of two-thirds (2/3) of the Unit Representatives present or voting by proxy at such meeting.

Section 3. Membership in the Corporation shall be granted to any qualified applicant by an affirmative vote of a majority of the Board of Directors present at the meeting at which the applicant's application is voted upon. No person shall be excluded from membership on the basis of race, religion, national origin, sex, or age.

Section 4. Applicants for membership elected as in Section 3 above, shall upon payment of the Membership Initiation Fee be duly inscribed on the rolls of the Corporation.

Section 5. The Corporation's Secretary will record each Membership Unit in the Corporation's rolls. The Membership Unit may be recorded in either one name or in two names as joint tenants, but only one vote is allotted to each Membership Unit.

Section 6. A Membership Unit may become inactive, and thereby not required to pay Annual Dues for one or more seasons by so notifying the Board of Directors before May 1 of that season. The Membership Unit is, however, still required to pay an Inactive Membership Fee.

Section 7. There shall not be more than 350 active Membership Units. Each active Young Family Membership Unit, Adult Family Membership Unit, Legacy Membership Unit and any other category of Membership Unit that may be established pursuant to Section 2 hereof is equivalent to one (1) Membership Unit. Each active Single Adult Membership Unit is equivalent to one-half (1/2) a Membership Unit. No limit is placed on the number of inactive Membership Units.

Section 8. Trial Memberships.

- a) Whenever there are fewer than 350 active Membership Units, the Board of Directors is empowered to grant a trial membership to any party who otherwise qualifies for membership in the Corporation under the criteria set forth in this Article.
- b) A party shall not normally be permitted to receive a trial membership for more than one year; however, the Board of Directors may extend a party's trial membership for more than one year if special circumstances are shown.
- c) Trial memberships shall be available in the same categories as set forth in Sections 1 and 2 above for membership.
- d) Instead of the Membership Initiation Fee, trial membership holders shall be subject to a trial membership fee (the "**Trial Membership Fee**") fixed each year by the Board of Directors. In addition, each trial membership holder shall pay the Annual Dues levied for that year on the holder's equivalent Membership Unit category.
- e) In the event a trial membership holder applies for full membership in the Corporation, the holder is entitled to credit one-half (1/2) of all previously paid Trial Membership Fees against the full Membership Initiation Fee.
- f) Trial membership holders shall not be considered members of the Corporation under Article IV hereof. However, trial membership holders shall have the privileges of, and be subject to the rules and regulations applicable to members under Article V and the relevant sections of Article VI, as set forth in Paragraph (d) of this article.

Section 9. Application for membership shall be accepted only by the Board of Directors. Such application must be accompanied by the Membership Application Fee, and such fee is to be considered part of the required fees and dues for membership. Such fee will be refunded only if the applicant has not been admitted as a member for a period of at least 24 months and requests such refund in writing to the Board of Directors. When the membership rolls are full, applicants for membership to the Corporation shall be considered in chronological order.

Section 10. A Membership Unit in good standing who wishes to resign from the Corporation shall terminate its membership by written notification to the Secretary. A party terminating its membership in the Corporation is not entitled to any refund of any Annual Dues paid prior to the date of such party's written notification to the Secretary of its desire to terminate its membership; provided, however, that the Board of Directors may elect to provide any terminating party a refund of its Annual Dues if extenuating circumstances are shown. Any Membership Initiation Fee paid on or after March 1, 2013 is non-refundable to a party terminating its membership in the Corporation. All other parties terminating their membership in the Corporation shall be entitled to a full or partial refund of their Membership Initiation Fees as follows: (i) a party that paid its Membership Initiation Fee on or prior to February 9, 1963, is entitled to a refund of 100% of its Membership Initiation Fee; (ii) a party that paid its Membership Initiation Fee between February 10, 1963 and March 1, 1993 is entitled to a refund of 80% of its Membership Initiation Fee; and (iii) a party that paid its Membership Initiation Fee between March 2, 1993 and February 28, 2013 is entitled to a refund of 50% of its Membership Initiation Fee. Any such refund of the Membership Initiation Fee shall be made after the Board of Directors sells the party's membership for the current price of membership to a waiting applicant.

ARTICLE V – MEMBERSHIP PRIVILEGES

Section 1. Active Membership Units of the Corporation shall be entitled to use of the Corporation pool and other facilities without payment of special fees, subject to such rules as the Board of Directors may from time to time adopt. Inactive Membership Units shall not be entitled to use of the Corporation pool and other facilities except as may otherwise be determined by the Board of Directors in its sole discretion.

Section 2. The membership privileges may be denied a Membership Unit or any individual Pool Member in the event of flagrant violation of the rules mentioned in Section 1 above. Such denial of membership privileges shall be by a majority vote of the full Board of Directors either for a specified period or permanently.

Section 3. The use of the pool and other Corporation facilities by a nonmember shall be permitted provided that (a) he or she is a guest of an active Membership Unit, (b) accompanied by a Pool Member and (c) subject to a fee determined by the Board of Directors. Guests temporarily living in the household of an active Membership Unit may use the pool and facilities after a written request from the Membership Unit, approved by the Board of Directors, and payment of a fee determined by the Board of Directors.

ARTICLE VI – MEMBERSHIP FEES, DUES AND ASSESSMENTS

Section 1. On an annual basis, and prior to the official opening day of the pool, the Board of Directors shall set the amounts of the following fees and dues based on a determination of the fiscal and management requirements of the Corporation: (a) the Membership Application Fee particular to each category of Membership Unit; (b) the Membership Initiation Fee particular to each category of Membership Unit; (c) the Annual Dues particular to each category of Membership Unit; (d) the Inactive Membership Fee particular to each category of Membership Unit; and (e) the Trial Membership Fee particular to each category of Membership Unit.-

Section 2. A special assessment for any purpose shall only be levied by a majority vote of the active and inactive members present at the annual meeting of the Corporation or at a special meeting called for that purpose, but any such proposed action shall be stated in the notice for such special meeting.

Section 3. A Membership Unit whose Annual Dues have not been paid by May 1, or who is more than ninety days in arrears in paying a deficit or special assessment, may after fifteen (15) days notice of each arrears by mail, by action of the Board of Directors be either (i) suspended from the Corporation's rolls or (ii) be converted to inactive membership status.

Section 4. Notwithstanding anything in this Article to the contrary, Legacy Membership Units are not subject to payment of any fees, dues or assessments.

ARTICLE VII – PRINCIPAL OFFICE AND RESIDENT AGENT

Section 1. The principal office of the Corporation shall be located at the site of the Corporation's swimming pool.

Section 2. The resident agent of the Corporation shall be a resident of the State of Maryland designated by the Board of Directors for that purpose.

ARTICLE VIII – MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members of the Corporation shall be held each year on a date no less than two (2) months prior to the official opening day of the pool at a time and place designated by the Board of Directors. Members shall be notified of this meeting not less than seven days prior thereto. At such meetings the members shall elect directors to the Board of Directors and transact any other business as may properly come before it.

Section 2. Special Meetings. A special meeting of the members shall be called by the President under the following circumstances:

- a) At his or her discretion;
- b) Upon the request of a majority of the Board of Directors; or
- c) Upon the request in writing of more than 20% of the Membership Units of the Corporation.

Section 3. Voting. At meetings of the members of the Corporation, only one adult Pool Member from each active Membership Unit duly recorded in the Corporation's rolls at least fifteen (15) days prior to any such meeting (the "**Unit Representative**"), shall be entitled to vote. Each Unit Representative shall be entitled to cast one vote on any matter, and may vote in person or by proxy. If voting by proxy, such proxy must be on a form provided by the Corporation, and given to another Unit Representative who may vote such proxy if present at the meeting for which the proxy was provided. It shall be the duty of the Secretary to prepare and make, at least five (5) days before any election of directors to the Board of Directors, a complete list of Membership Units of the Corporation entitled to vote and such lists 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. An absentee ballot or vote shall be permitted only by postal mail or electronic mail in the specific instances where prior official notification of the specific issue to be voted on has been given at least one (1) week before the annual or special meeting. When a quorum is present at any meeting of the members of the Corporation (as set forth Section 4 below), all business shall be conducted by majority vote, unless otherwise specified in these Bylaws or by applicable law.

Section 4. Quorum. A quorum shall consist of Unit Representatives and/or proxy votes from at least ten percent (10%) of the active Membership Units. If no quorum is present, then adjournment shall be taken to a date not fewer than seven nor more than fourteen days thereafter, and the Unit Representatives present at any such later meeting, either in person or by proxy, shall constitute a quorum regardless of the number of Unit Representatives present at such meeting. The same notice shall be given for the later meeting as is prescribed in these Bylaws for the original meeting.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. The Corporation's Board of Directors shall consist of no fewer than eight (8) nor more than twelve (12) active Pool Members, all of which shall be members of an active Membership Unit at the time of their nomination and election. No limit is placed on the number of Directors who are members of the same Membership Unit.

Section 2. The Board of Directors shall be elected for two-year terms; approximately one-half (1/2) of the Board will be elected each odd year and approximately one-half (1/2) each even year. All elections of the Board of Directors shall occur at the annual meeting of the Corporation. Nominations for the Board of Directors shall be presented by a nominating committee appointed by the President. Nominations may also be made from the floor by any Unit Representative present at the annual meeting of the Corporation, provided the nominee is also present and concurs. A list of nominees presented by the nominating committee shall be distributed to each Membership Unit at least seven (7) days prior to the annual meeting of the Corporation. Nominations may also be made by the Membership Units, provided said nominations are received by the Secretary at least twenty (20) days prior to the annual meeting of the Corporation.

Section 3. In case of any vacancy in the Board of Directors which would cause the number of Directors to be less than eight (8), the remaining Directors shall elect by majority vote a successor to hold office until the next annual meeting.

Section 4. Any member of the Board of Directors may be removed from the Board for valid cause, by a unanimous vote of the other Directors. The validity of the cause may be subject to review of the members of the Corporation if requested at a special or annual meeting.

Section 5. Meetings of the Directors shall be held at the discretion of the President or the majority of the Board.

Section 6. The Directors shall hold their meetings at such place as may be designated by the President of the Board.

Section 7. A majority of the Board of Directors shall constitute a quorum for the transaction of any business, provided, however, that the President or Vice-President must be present to constitute a quorum. Directors may participate in meetings by means of a conference telephone or any other device that allows them to hear each other and such participation in a meeting shall be deemed presence in person at such meeting. All business shall be conducted by majority vote of those present, unless otherwise specified in these Bylaws. Any action to be taken at a meeting may be taken without a meeting if all of the Directors indicate in writing or by electronic transmission that they unanimously agree.

Section 8. The Board of Directors shall have the exclusive authority for the general direction and control of the affairs of the Corporation. In addition to the duties customarily performed by boards of directors, the Board of Directors shall:

- a) Fix the amount and character of, and approve surety bonds required of any persons handling or having custody of funds;
- b) Fill vacancies on the Board of Directors as provided herein;
- c) Employ, fix the compensation, and prescribe the duties of such persons as may, in the discretion of the Board, be necessary;
- d) Establish and approve rules and regulations for the safe and convenient use of the Corporation's facilities, and inform all members of such rules and resolutions;
- e) Authorize and supervise investments of the Corporation;
- f) Designate the depository or depositories for funds;
- g) Call annual and special meetings of the members of the Corporation, as herein provided, and establish the time and place of such meetings;
- h) Constitute and appoint committees, and define the duties and powers of the same;
- i) Cause the books of the Corporation to be audited or reviewed annually by Certified Public Accountant(s) selected by the Board, such audits or reviews to be performed by persons who shall neither be Directors nor Officers of the Corporation;
- j) Be responsible for causing a written report of the aforementioned audit or review to be made available to each Membership Unit;

k) Appoint a general counsel, as necessary, who shall advise on matters of legal import concerning the Corporation; and

l) Subject to Article XV, Section 12, rule on all questions regarding the proper interpretation of these Bylaws.

Section 9. In addition to the powers provided herein, the Board of Directors shall have such other powers, not inconsistent with these Bylaws or existing statutes, as are necessary for the efficient operation and management of the Corporation.

Section 10. Compensation of Directors. The Directors shall receive no remuneration for their services as directors and shall not otherwise be gainfully employed by the Corporation except that the Board may award a free membership to one or more Directors in accordance with the procedures described in Article XV, Section 13.

ARTICLE X - OFFICERS

Section 1. Selection. Each year, at the first meeting of the Board of Directors following the annual meeting of the Corporation, the Board shall elect Officers for the ensuing year. The Officers shall be as follows: President, Vice-President, Secretary and Treasurer. No person may hold more than one of these offices at a time. Officers must be active Pool Members and Directors of the Corporation at the time of their election. Officers shall serve without compensation. Any Officer or member of the Board of Directors may succeed himself.

Section 2. Powers and Duties of the President. The President shall preside at all meetings of the members of the Corporation. He shall have the power to sign and execute contracts and negotiable instruments of conveyance in the name of the Corporation together with the Secretary or the Treasurer, and to appoint and discharge agents and employees, subject to the approval of the Board of Directors. He shall have general and active management of the business of the Corporation, and 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 meetings of the Corporation, and of any other meetings to which the Secretary is designated by the President to attend, in books provided for that purpose; he shall attend to the giving and servicing of all notices; he shall keep charge of the Corporation's membership rolls, 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 them. He shall have custody of the corporate seal and shall affix the seal to all instruments executed by the Corporation.

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 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.

Section 6. Persons who handle the monies of the Corporation shall be bonded in such amount as the Board of Directors may require and the Corporation shall pay the necessary premium for such bond.

ARTICLE XI – GENERAL COUNSEL

Section 1. The Board may retain a general counsel, as necessary.

Section 2. The General Counsel must be a member in good standing of the bar of any State or the District of Columbia and must be a bona fide resident of Montgomery County, Maryland.

ARTICLE XII - COMMITTEES

Section 1. The Board of Directors may provide for such committees as it deems necessary, and define their powers and duties.

Section 2. The President shall appoint a member of the Board of Directors as an ex-officio member of each committee.

ARTICLE XIII - NOTICES

Section 1. All notices mentioned in these Bylaws shall be mailed by hardcopy or electronic mail to the postal address or email address of the person entitled thereto shown on the books of the Corporation, and the mailing of the same, postage prepaid, or electronic date stamp shall constitute good notice.

ARTICLE XIV – AMENDMENT OF BYLAWS

Section 1. At the annual meeting of the Corporation or a special meeting called for the purpose of amending these Bylaws, these Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Unit Representatives present or voting by proxy at such meeting; or, at the discretion of the Board of Directors, a vote may be solicited by postal and/or electronic mail ballot. When a mail ballot is used, an affirmative vote by two-thirds (2/3) of the Membership Units responding shall constitute acceptance of the proposed amendment(s).

ARTICLE XV - MISCELLANEOUS

Section 1. Execution of Corporate Papers. All written obligations of the Corporation shall be executed by the President or the Vice President and Treasurer or Secretary and shall be solemnized by affixing the Corporation seal. Obligations in writing of the Corporation shall not be binding unless they have the required signatures and the Corporate seal.

Section 2. Authority to Execute Papers. No obligation on the part of the Corporation shall be entered into without the approval of the Board of Directors except as to matters involving less than One Thousand Dollars (\$1,000).

Section 3. Corporate Books and Records. Corporate books and records shall be open to inspection by active members at such times as may be reasonably fixed by the President and such inspection shall take place at the customary place where such books and records are maintained.

Section 4. Corporate Seal. The Corporate 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 5. Annual Report. The Board of Directors shall cause to be prepared and made available to each active Membership Unit of the Corporation, at least ten (10) days in advance of the annual meeting of the Corporation, a statement of financial condition of the Corporation covering the previous fiscal year, and a consolidated balance sheet showing the assets and liabilities of the Corporation.

Section 6. Dividends and Refunds. There shall be no dividends to members of the Corporation. There shall be no refunds to members except as may specifically be provided in these Bylaws.

Section 7. Checks of the Corporation. Checks and endorsements of checks or notes shall bear the signature of any two officers of the Corporation.

Section 8. Singular includes Plural, etc. Whenever in these Bylaws reference is made to the singular or the masculine gender, such reference shall apply to the plural and the female gender with equal force whenever the context requires the same.

Section 9. Acquisition or Sale of Land. The Corporation shall not acquire or dispose of any real property except in accordance with such approval as may be granted by a majority of the members voting on such proposition at a regular or special meeting of the members; except as to the real property contracted for by the President for the pool site.

Section 10. Each person who acts as a Director or Officer of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Director or Officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence, fraud or willful misconduct in the performance of his duties.

Section 11. Any question as to the meaning or proper interpretation of any provision of these Bylaws shall be determined by a majority vote of the Board of Directors.

Section 12. Upon a finding by the Board of Directors that a person has performed and/or agreed to perform services for the pool which would have cost, if acquired on a fee-for-service basis, substantially more than the membership dues and assessment, the Board of Directors may waive all or a portion of the Annual Dues for that person's Membership Unit; provided, however, that (i) the Treasurer and (ii) any individual designated by the Board of Directors as responsible for the year-round maintenance of the Corporation's pool facilities will automatically be eligible for such waiver immediately following such individual's first year of service in such position. If the Membership Unit pays or has paid the Membership Initiation Fee, the Membership Unit will be a full active member of the pool. If the Membership Unit has not paid the Membership Initiation Fee, the Membership Unit will not be considered a member of the pool, but will be entitled to all the privileges of membership (other than voting), and subject to all the rules and regulations applicable to members. However, the Board of Directors may not so waive the dues and assessment for more than four Membership Units under this Section in any one fiscal year.

Section 13. Parliamentary rule for the business transacted at all meetings of the Corporation and the Board of Directors shall be pursuant to the Rules of Order set forth in Roberts' Rules of Order.