

**BY-LAWS OF NORTH HARFORD SWIM CLUB, INC.  
(REVISED 2021)**

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## **ARTICLE I: NAME OF CLUB**

The name of the Corporation shall be North Harford Swim Club, Inc., hereinafter referred to as the "Club".

## **ARTICLE II: LOCATION OF OFFICES**

The business office of the Club in the state of Maryland shall be located in Harford County. The Club may have other offices in other localities as required.

## **ARTICLE III: PURPOSE**

This Club is a non-profit organization formed to promote fellowship and encourage athletic activities and social diversion of its members.

## **ARTICLE IV: MEMBERSHIP**

### **SECTION 1: FAMILY MEMBERSHIPS**

- A. Family memberships are available to (2) two adults (ages 18 and over) residing in the same household and their dependents ages 21 and younger. Dependents (ages 21 and younger) include: a) your natural children: b) your stepchildren: c) your adopted children: d) all children to whom you are legal guardian and can show proof.
- B. One membership shall be issued upon payment of the membership fee and initiation fee.
- C. Annual identification shall be required of all members upon payment of annual dues and fees assessed in accordance with Article V hereafter.
- D. No membership shall be denied because of race, creed, color, sex or national origin.

### **SECTION 2: MAXIMUM MEMBERSHIPS**

The number of memberships of the Club shall be established at 400 except on the vote and approval of the Board of Directors.

### **SECTION 3: WAITING LIST**

- A. In the event, a member is unable to exercise their pool privileges for a season, but wishes to retain their privilege for the following seasons, they may upon application by April 1 and approval by the Board of Directors pay a fee as set by the Board of Directors and remain a member.
- B. Should such a seasonal vacancy occur, the Board of Directors will extend to the next individual on the waiting list, upon payment of a registration fee and the annual dues as set by the Board of Directors, conditional pool and facility privileges without voting rights.
- C. Additional seasonal memberships will be available at the discretion of the Board of Directors.
- D. The family unit or individual to whom conditional privileges have been extended shall

maintain their position on the waiting list, unless they refuse a membership in which case, they go to the bottom of the waiting list.

## **SECTION 4: MEMBERSHIP SUSPENSION**

A. Any member for cause may be suspended with no refund for a period not exceeding three (3) months by a  $\frac{3}{4}$  vote of a quorum of the Board of Directors. A suspended member will be denied voting privileges and use of the Club facilities for the remaining season.

B. Any membership may be revoked for repeated violations witness by Staff or a Board member for these by-laws or Operating Rules and Regulations or for conduct detrimental to the Club on the part of any person in any time frame within the same season on Club property, by a vote of not less than  $\frac{3}{4}$  of a quorum of the Board of Directors.

1. The first violation reported to a Board Member by Pool Staff is to be documented and written notice sent to the offender or guardian of the offender via email.

2. The second violation reported to a Board Member by the Pool Staff is to be documented and written notice sent to the offender or guardian of the offender by email. The alleged offender may request a hearing on the outstanding issues, but such a request must be in written form and received by certified mail to the NHSC President within 14 days.

3. The third violation reported to a Board Member by the Pool Staff is to be documented and written notice sent to the offender or guardian of the offender by email of their suspension for the remaining season.

## **ARTICLE V: DUES, FEES AND FUNDS**

### **SECTION 1: DUES**

A. The Board of Directors shall assess and establish dues to provide for the necessary operating expenses of the Club and the proper maintenance and improvements of its property, and such dues shall be payable by May 1st, of each year.

B. No dues nor part thereof shall be refunded in the event that operations of the Club Facilities are required to be suspended for any period.

C. The annual dues of the elected Board of Directors shall be waived. If the member does not complete his/her term, then the member shall reimburse the Club a pro-rata portion of the annual dues corresponding to the period in which the member was not on the Board.

D. The waiver shall be extended to all Board members who, in the opinion of The Board have successfully executed the duties of the office to which he/she had been elected. This determination shall be made by the affected members before the conclusion of that term year.

### **SECTION 2: ADMINISTRATIVE FEES**

A. Members wishing to withdraw from the Club must, in writing, notify the Club prior to May 1<sup>st</sup> of each year those not abiding by this rule will be responsible for annual dues. In the event of hardship cases, i.e. illness, job transfer, a member may upon application and approval of the Board of Directors be granted permission to withdraw from the Club after said date.

B. In cases of members wanting to put their memberships on temporary hold for one year, a \$100 hold fee will be charged.

C. A twenty-five dollar (\$25.00) late payment shall be assessed to each membership, in addition to the annual dues, whose dues have not been paid in full within 30 days of the due date.

D. All debts except dues owed to the Club by a member are due no later than a grace period of fifteen (15) days after the due date of the bill. Debts left unpaid past this grace period shall subject the debtor to suspension by the Board of Directors. Members so suspended shall be notified by the Secretary of their suspension and they may appeal the suspension to the Board of Directors. If reinstatement is granted by the Board of Directors a mandatory service charge of \$100.00 shall be levied against the suspended member.

### **SECTION 3: REFUNDS**

Adjustments or refunds will be paid only if approved by the Board of Directors.

### **SECTION 4: DEBTS**

A. Upon cessation of membership for any cause, all indebtedness owing to the Club by said membership shall be paid by member.

### **SECTION 5: NON-TRANSFERABLE**

Memberships are non-transferable.

### **SECTION 6: DISSOLUTION OF CLUB**

In the event of dissolution of the Club, in any manner or for any cause, and in no event other than this, upon the effective date of the dissolution of the Club, after the payment of all just debts, expenses of sale and other obligations owed by the holder to the Club, the surplus remaining by a previous vote of the members at a duly called meeting be transferred to one (1) or more charitable organizations, preferably dedicated to the benefit of the youth of the community.

### **SECTION 7: NOTICE TO MEMBERS**

Whenever in these by-laws notice to members is required, the mailing of such notice to the last known address shall constitute notice. This may include electronic mail (email) notification.

## **ARTICLE VI: CLUB MEETINGS**

### **SECTION 1: GENERAL MEMBERSHIP MEETINGS**

A. The Club shall conduct no less than two (2) regular meetings of its membership per year.

B. These meetings shall be designated the October and summer meetings.

## **SECTION 2: ANNUAL MEETING**

A. The October meeting shall include the hearing of the annual reports of the Board of Directors, the election of, Officers and Board Members, and such other business as is pertinent to the successful continuation of the Club, and shall hereafter be referred to as the Annual Meeting.

B. The Summer meeting shall include the adoption of a financial plan and other business as is pertinent to the successful continuation of the Club.

## **SECTION 3: SPECIAL MEETINGS**

Special meetings may be called by the President, a majority of the Board of Directors, or by a petition bearing signatures representing twenty (20) percent of the total members of the Club.

## **SECTION 4: MEETING NOTICE/AGENDAS**

Written or email notification of annual meetings and a tentative agenda shall be distributed to each membership and/or posted at the club at least seven (7) days prior to the meeting.

## **SECTION 5: QUORUM**

For all annual meetings a quorum shall be five (5) percent of the total members including current board members or twenty-five (25) members, whichever is less, as set forth in Article VIII of the Articles of Incorporation.

## **SECTION 6: VOTING**

Each membership in good standing shall be entitled to one (1) vote. A member shall be in good standing if not under suspension for any reason and if not in arrears on any dues or financial obligation to the club.

## **SECTION 7: VOTING ELIGIBILITY**

Twenty (20) days prior to all annual Club meetings, the transfer books of the Club shall be closed and a list of members eligible to vote shall be compiled.

# **ARTICLE VII: QUALIFICATION OF OFFICERS AND BOARD MEMBERS**

## **SECTION 1: ELIGIBILITY FOR OFFICE**

Eligibility for election or appointment as Board Member of Office holder and the right to hold such office shall be granted to members in good standing.



## **SECTION 2: ONE OFFICER PER FAMILY**

No member shall be eligible to hold more than one office at a time, nor shall any two of these positions be filled by members under the same membership.

## **ARTICLE VIII: BOARD OF DIRECTORS AND THEIR DUTIES**

### **SECTION 1: BOARD OF DIRECTORS**

A. The Club shall be managed by a Board of Directors consisting of eleven (11) members, five (5) of whom are Club Officers, designated as President, Vice President, Secretary, Treasurer, Assistant Treasurer and six (6) additional Directors: Operations 1, Operations 2, Human Resources, Communications, Memberships, and Events; elected from the general membership, in accordance with Article VII of the Articles of Incorporation of the Club.

B. The six (6) Directors shall be elected at the annual meeting of the membership for a term of two (2) years. Directors elected to the Board shall be arranged so that one-half (1/2) of their respective terms shall expire in an alternating fashion. In this manner, every year the membership will elect three (3) Directors.

C. The President shall serve as the Chairman of the Board of Directors of the Club.

D. Each Director shall serve on at least one committee upon the appointment of the President. A vacancy in the office held by one of the four elected directors, because of death, resignation, removal, disqualification or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. A Director elected to fill a vacancy shall be elected for the remainder of his predecessor term in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next meeting of the membership.

### **SECTION 2: NON-PAID POSITIONS**

No member of the Board shall be paid a salary for his services to the Club; however, the Board member may be reimbursed for any reasonable and proper expenses incurred on behalf of the Club upon approval of any two (2) Officers. A waiver of the annual dues for an elected Board member shall not be considered a salary.

### **SECTION 3: AUDITS**

The Board of Directors shall cause the books of the Club to be audited by auditors selected by the Board and approved by the membership. The report of the auditors shall be made available to the members upon written request therefore and during reasonable business hours.

### **SECTION 4: CLUB CREDIT**

The Board of Directors is not authorized to borrow or to pledge the credit of the Club for any capital expenditure without the specific approval of the membership at a duly held meeting.

## **SECTION 5: OFFICER REMOVAL**

A. Any member of the Board of Directors or any Officer of the Club may be removed from office by a majority vote of the members present at any meeting of the general membership in accordance with the by-laws.

B. Any member of the Board of Directors not attending three (3) regularly scheduled meetings of the Board of Directors, without just cause, may be removed from the Board by a three-fourths (3/4) vote of a quorum of the Board of Directors.

## **SECTION 6: BOARD OF DIRECTORS MEETINGS**

A. Meetings of the Board of Directors shall be held each month except December.

B. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for the said special meeting. Notice of any special meeting shall be given at least five (5) days previously thereto, by written notification delivered personally or emailed to each Director at his own address. However, any Director may waive written notice of any meeting.

C. A majority of the number of Directors established by these by-laws shall constitute a quorum for the transaction-action of business at any meeting of the Board of Directors.

D. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the concurrence of a greater proportion is required for such action by the Charter or under the laws of the State of Maryland.

## **SECTION 7: WRITTEN CONSENT**

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors, and such written consent is filed with the minutes of the proceedings of the Board.

## **SECTION 8: BENEFITS**

A. Board Members who serve a total (can be non-consecutive) of eight years will receive a lifetime membership.

B. Presidents and Treasurers who serve five years in those specific roles will receive lifetime membership.

## **SECTION 9: OUTSIDE BUSINESS**

No Officer or Director shall render service to, represent, or undertake to act for any outside concern doing business with the Club whether for compensation or not, unless the Board of Directors determines that such relations with the outside concern do not conflict with the interests of the Club and that there is no reasonable likelihood that it will influence the Officer's or Director's judgment or action in performing his duties on behalf of the Club.

## **SECTION 10: BID FOR PROPOSED SERVICES**

If at the discretion of the Board of Directors, there is no conflict of interest to the Club, a sealed bid for proposed services must be submitted in writing to the President. The President and all other Board Members and Officers (not including the Officer submitting bid for services) shall evaluate all proposals and decide the appropriate course of action for the Club.

A. If the Officer proposing to render service is the President, then the sealed bid is to be submitted to the Vice President and Treasurer.

## **ARTICLE IX: OFFICERS**

### **SECTION 1: OFFICER TITLES**

The Officers of the Club shall be President, Vice President, Secretary, Treasurer, Assistant Treasurer.

### **SECTION 2: OFFICER TERMS**

A. All Officers, shall hold office for two (2) years on an alternating schedule so their respective terms alternate in the following manner:

Year One Elections: Vice President; Secretary; Assistant Treasurer

Year Two Elections: President; Treasurer

B. Officers effective date is from the date they are installed or until the first meeting of the Board of Directors following the annual meeting of the Club, or until their successors are duly elected and installed.

## **ARTICLE X: EXECUTIVE BOARD**

### **SECTION 1: PRESIDENT**

A. The President shall preside over all meetings of the Club membership and the Board of Directors.

B. The President shall be the Administrative Officer of the Club and shall have responsibility for the general management and direction of the activities of the Club. The President shall preside over the hiring of the paid positions of the Club as recommended in Section# Article A from the Operations Committee. The President, Vice-President, and Human Resources (minimally 2 of 3) are responsible for the hiring of all paid positions of the Club, A majority vote of this group, referred to as the hiring committee, is required to be hired by the Club.

C. The President shall with the approval of the Board of Directors appoint the chairmen and members of the standing committees as established in accordance with Article XII.

D. The President may appoint any other committee and its chairman which he deems necessary for the proper operation of the Club.

E. The President on behalf of the hiring committee shall sign all staff contracts.

F. The Manager and at least one member of the hiring committee shall evaluate the paid staff of

the Club.

G. The hiring committee is responsible for the evaluation of the Manager.

## **SECTION 2: VICE PRESIDENT**

A. The Vice President shall, in the absence or incapacity of the President, perform all duties of the President and shall become the President for the balance of any term during which the position of President becomes vacant.

B. The Vice President shall assist the President in matters relating to the business of the Club and shall preside over the Operations Committee.

C. The Vice President shall be a member of the Finance Committee.

## **SECTION 3: SECRETARY**

A. The Secretary shall record and preserve the minutes of all meetings of the Club and of the Board of Directors and shall make such minutes accessible to any member upon request.

B. The Secretary shall maintain and preserve the membership files of the Club and shall preserve (digital) master copies of all its official documents, such as charter, deeds, by-laws, etc.

## **SECTION 4: TREASURER**

A. The Treasurer shall maintain and preserve accounts of all financial transactions of the Club, and have ledger books available for audit upon ten (10) days notice.

B. The Treasurer shall be responsible for the collection, safekeeping and upon proper authorization the disbursement of all funds of the Club.

C. The Treasurer shall cause all funds to be deposited in accounts approved by the Board of Directors and checks shall require the signatures of the Treasurer and one other Officer.

D. The Treasurer shall maintain an inventory listing of all properties of the Club.

F. The Treasurer shall present a financial report at all Board meetings and general membership meetings of the Club.

G. The Treasurer shall preside over the Finance Committee

## **SECTION 5: ASSISTANT TREASURER**

A. The Assistant Treasurer shall assist the Treasurer and become familiar with the financial workings of the Club.

B. The Assistant Treasurer shall, in the absence or incapacity of the Treasurer, perform all duties of the Treasurer and shall become the Treasurer for the balance of any term during which the position of Treasurer becomes vacant.

C. The Assistant Treasurer shall be a member of the Operations Committee.

## **ARTICLE XII: DIRECTOR TITLES**

### **SECTION 1: DIRECTORS**

There shall be five (6) standing directors to govern the operations of the Club:

1. OPERATIONS I & II
2. COMMUNICATIONS
3. EVENTS

- 4. MEMBERSHIP
- 5. HUMAN RESOURCES

## **SECTION 2: DIRECTOR OF OPERATIONS I & II**

- A. Operations I & II shall propose Rules and Regulations for the use of the Club and its facilities and recommend staffing paid positions of the Club as deemed necessary.
- B.

## **SECTION 3: DIRECTOR OF COMMUNICATIONS**

- A. This director is responsible for all communications published by the Club. Including but not limited to, all social media platforms, official communication with memberships, advertising.

## **SECTION 4: DIRECTOR OF EVENTS**

- A. This director is responsible for planning and implementing all social activities.

## **SECTION 5: DIRECTOR OF MEMBERSHIP**

- A. The Director is responsible for managing the payment, type, status, and quantity of all memberships.

## **SECTION 6: DIRECTOR OF HUMAN RESOURCES**

- A. The director shall maintain all employee files, manage the hiring process for all employees, establish pay scales for all positions, assist the club manager with disciplinary actions, and advise the Board of Directors on all thing Human Resources.

## **SECTION 6: SPECIAL COMMITTEES**

- A. The President may in his/her discretion appoint and designate special committees so as to further the purposes and goals of the Club.
- B. The chairperson and each committee member of a Special Committee along with the goals and duties of said committee shall be designated by the President.
- C. The President shall be empowered to discharge any members or the entire membership of any Special Committee and abolish same when he/she feels that this will be in the best interest of the Club.

## **ARTICLE XIII: NOMINATIONS AND ELECTIONS**

### **SECTION 1: NOMINATING COMMITTEE & NOMINATIONS**

The President shall initiate the formation of the Nominating Committee at least forty (40) days prior to the Annual Meeting of the Club and shall be composed of three (3) members of the Club: Secretary, Membership and Communication. The committee shall nominate at least one

candidate for each elective office and shall present to the Secretary its slate of nominees in sufficient time so that the slate may be included in the notice of the Annual Meeting of the membership.

### **SECTION 3: NOMINATIONS BY MEMBERS**

The members of the Club shall have the right and privilege to nominate any individual to elective office by communicating interest with any member of the Nominating Committee or the Secretary, at least fourteen (14) days prior to the Annual Meeting.

### **SECTION 4: SLATE OF NOMINEES**

In accordance with these BY-LAWS, the Nominating Committee and the Secretary shall cause to be emailed to the entire membership, at least ten (10) days prior to the Annual Meeting a slate of the nominees designated by the committee.

### **SECTION 5: ONE NOMINATION**

A member may be nominated for only one elective office, in the event that any one is nominated for two (2) or more Club elective offices, the said member must choose the office for which he/she wishes to be nominated.

### **SECTION 6: ELECTION**

The election of all Club Officers and Directors shall be by secret ballot at the Annual Meeting of the Club, in each year, held in accordance with these BY-LAWS.

### **SECTION 7: BALLOTS**

The Secretary of the Club shall provide ballots for the membership at the Annual Meeting of the Club for which the election is held.

### **SECTION 8: LIST OF PAID UP MEMBERS**

The Secretary shall have in their possession a list of all paid up members of the Club for the year in which the election is being held. Only paid-up members in good standing of the Club shall be permitted to vote.

### **SECTION 10: CLOSING BALLOT**

The Secretary and the Nominating Committee shall supervise the election and shall close the ballot when the entire membership present has voted. The Secretary and the Nominating Committee shall then count the votes for each nominee and announce the results of the election.

The results of the election shall be reported immediately to the Board of Directors by the Nominating Committee, and said report shall be included in the minutes of that meeting,

## **SECTION 12: NO VOTING BY PROXY**

There shall be no voting by proxy and only those members (as defined under Article VI, Section 6) present at the Annual Meeting shall be entitled to vote.

## **ARTICLE XIV: CONTRACTS, LOANS, CHECKS, DEPOSITS**

### **SECTION 1: CONTRACTS**

The Board of Directors may authorize only as recorded in the minutes, any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority is confined to specific instances. The Board of Directors should accept no less than two (2) bids to be submitted if the bid is exceeding \$500 or more. An emergency situation can be approved by two (2) executive members.

### **SECTION 2: LOANS**

No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution (majority rule) of the Board Of Directors. Such authority shall be confined to specific instances.

### **SECTION 3: CHECKS**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed in accordance with the provision of Article X , Section 4,C,

### **SECTION 4: DEPOSITS**

All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE XV: FISCAL YEAR**

The fiscal year of the Club shall begin on the first day of January and end on the 31st day of

December in each year.

## **ARTICLE XVI: SEAL**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Club and the state of incorporation and the year of incorporation.

## **ARTICLE XVII: WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Club under the provisions of these by-laws or under the provisions of the Articles of Incorporation or under the provisions of the Annotated Code of Maryland, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XVIII: PARLIAMENTARY AUTHORITY**

### **SECTION 1: RULES**

The rules contained in "ROBERTS RULES OF ORDER REVISED" shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the by-laws or the special rules of order of this Club.

### **SECTION 2: INTERPRETATION OF BY-LAWS**

Any deviation from or interpretation of these by-laws shall be resolved by the Board of Directors.

## **ARTICLE XIX: RULES AND REGULATIONS**

The Rules and Regulations governing operations of the Club shall be approved by the Board of Directors, published for and presented at the first annual General Membership Meeting.

## **ARTICLE XX: METHOD OF AMENDING THE BY-LAWS**

These by-laws may be amended at any meeting of the Club by two-thirds (2/3) vote of all



eligible voters present, providing that the text of the proposed amendment shall have been included in the meeting notice distributed to the membership prior to that meeting. Changes to these By-laws or the Rules and Regulations can also be approved electronically when initiated by the Board of Directors. A proposal must be distributed to all current memberships via e-mail and approval is only achieved when the majority of the memberships that responded voted their acceptance.

#### AMENDMENTS

-END-