

WESTLEIGH RECREATION CLUB, INC.

AMENDED AND RESTATED BY-LAWS

ARTICLE I. NAME AND PURPOSE

Section 1. The name of the Corporation shall be the Westleigh Recreation Club, Inc.

Section 2. The purpose of the Corporation is to promote the health and general welfare of its members through the ownership, maintenance and operation of a swimming pool and other recreational facilities.

ARTICLE II. MEMBERSHIP

Section 1. Membership in the Corporation is open to all persons and entities, regardless of where the member lives or resides.

Section 2. The Board shall establish the process and procedures for applying for membership and approve Membership and Club rules (the "Rules") containing the membership process and related rules. The Rules shall be posted on the Corporation's website. The Board may amend the Rules provided they do not conflict with these By-laws. The membership may direct the Board to make specific changes in the Rules by majority vote at the annual meeting or at special meetings of the membership.

ARTICLE III. INACTIVE MEMBERS

Any eligible member who is unable to use the facilities of the Corporation because of a change of residence but who is still a property owner may, upon written request and approval by the Board, retain their membership status and voting rights in the Corporation. Members may permit any renters of their property to use the club facilities by paying annual membership dues under such regulations as the Board shall establish. Renters do not have any voting rights.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. All meetings of members shall be held in Montgomery County, Maryland. The Board will aim to provide each member with at least thirty (30) days' notice before each meeting; however, the Board may call for meetings with less than 30 days notice (except for the annual meeting). The Board shall send notice of the time and place for each meeting to each member at the e-mail address they provided to the Corporation.

Section 2. Annual meetings of the Corporation shall be held each calendar year at a time and place to be determined by the Board, with at least thirty (30) days notice given to members. At the annual meeting, the members shall elect directors in accordance with Article V and transact such other business as may properly be brought before the meeting.

Section 3. Special meetings of the Corporation may be called by the Board or by the written request to the Board of at least 10 percent (10%) of the members presented in writing to the Board. The request shall state the purpose of the proposed meeting and the Board shall call the special meeting requested within thirty (30) days after receiving the request. Notice of a special meeting of the Corporation, stating the time, place and purpose thereof, shall be given to each member entitled to vote at least ten (10) days before the date fixed for the meeting. The business transacted at any special meeting shall be limited to the purpose stated in the notice.

Section 4. Five percent (5%) of the members in good standing and present shall constitute a quorum at all meetings of the Corporation for the transaction of business. If a quorum is not present despite adequate notice as described above, then all recommendations of the Board which were contained in the notice of the meeting shall be deemed to be approved by the membership.

Section 5. A voting member shall be a single person, a couple or a family unit holding a current membership in good standing. Each voting member shall be entitled to one vote (which may be cast by an adult member of the family at least 18 years of age).

Section 6. When a quorum is present at a special meeting, the vote of the majority of the voting members present shall decide any question brought before such meeting, unless the By-laws provide otherwise.

Section 7. Members wishing to present proposals for capital improvements or other expenditures must present such proposals to the Board in writing so that the Board may consider the proposal when preparing the annual budget.

ARTICLE V. DIRECTORS

Section 1. The Board shall consist of seven (7) directors.

Section 2. Any vacancy in the Board shall be filled by vote of a majority of the remaining directors; any director so chosen shall hold office only until a successor is elected at the next annual meeting of the members.

Section 3. The Board shall oversee and control of the affairs of the Corporation. In addition to the duties customarily performed by the Board, the Board shall:

- (a) Elect officers as provided in Article V.
- (b) Transact all business necessary for the Corporation.
- (c) Act upon applications for membership.
- (d) Fill interim vacancies of the Board.
- (e) Create all necessary committees.
- (f) Fix the terms and conditions by which members and guests may use the facilities of the Corporation.
- (g) Prescribe the rules and regulations for operation of the swimming pool and other recreational facilities.
- (h) Designate the depository and conditions of deposit for the funds of the Corporation, provided that all checks, drafts and other instruments for the payment of money by the Corporation must be signed by one officer for amounts up to and including \$1,000, and

two officers for amounts over \$1,000. These same conditions will apply to all other financial transactions.

Section 4. The Board shall meet at least once each year at such time and place in Montgomery County as determined by the Board, and at such other times as determined by the Board.

Section 5. Special meetings of the Board may be called by the President or by a majority of the Directors on three (3) days notice to each director, either personally or by e-mail to the most recent e-mail address provided to the Corporation.

Section 6. At all Board meetings, 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 quorum shall be the action of the Board, except as otherwise provided by these By-Laws.

Section 7. Any member of the Board may be removed from office by the majority of the members present at a special meeting called in accordance with the By-Laws, provided at least 10% of the members are present at such meetings.

ARTICLE VI. NOTICES

All notices to Directors and members shall be in writing and delivered by either e-mail or through US mail. Notices to members may also be posted on the Corporation's website.

ARTICLE VII. NOMINATIONS

The Board shall nominate candidates from among the members for the vacancies in the Board to be filled at the next annual meeting. Any member in good standing may request that their name be submitted and considered for candidacy to the Board by submitting their request to the Board in writing.

ARTICLE VIII. OFFICERS

Section 1. The officers of the Corporation shall be chosen by the Board and shall be a President and a Vice President, who shall be chosen from among the Directors, and a Secretary and a Treasurer who need not be Directors. The Board may choose one or more Assistant Secretaries and Assistant Treasurers. No person shall hold more than one office.

Section 2. The Board shall elect officers at its first meeting after each annual meeting of the membership. Officers shall serve for three (3) years or until their successors are elected. Directors may run for re-election.

Section 3. The Board may appoint and remove such other agents, clerks, servants or employees as it shall deem necessary who shall hold their offices, positions, or employment for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board. If any office becomes vacant for any reason, the vacancy shall be filled by the Board.

Section 5. The President shall be the chief executive officer of the Corporation; shall preside at all meetings of the members and directors; shall be an ex-officio member of all committees of directors and of all standing committees; shall generally supervise the affairs and property of the Corporation; shall, subject to the approval of the Board, appoint all committees other than committees of directors; and shall see to it that all orders and resolutions of the Board are carried into effect. The President shall execute bonds, notes, mortgages and other contracts necessary for the operation of the Corporation except where signing shall be delegated by the Board to some other officer or agent of the Corporation.

Section 6. The Vice President shall in the absence or disability of the President perform the duties and exercise the power of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 7. The Secretary shall attend all sessions of the Board and all meetings of the members and record all votes and the minutes of all proceedings, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board.

Section 8. The Treasurer shall have custody of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and securities in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, and shall give to the President and the Board, at its regular meetings, or when the Board so requires, an accounting of the transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer and any designated assistant and employees who have the custody or control of any funds of the club shall give the Corporation bonds in such sum and with such surety or sureties as shall be required by the Board for the faithful performance of the duties of their offices and restoration to the Club, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property, of whatever kind in their possession or under their control belonging to the Corporation. The premiums for such bonds shall be paid by the Corporation.

The Board will determine the scope of services to be provided by the Corporation's outside Certified Public Accountant each year.

ARTICLE IX. DUES

Section 1. The Board shall determine the annual dues, initiation fees, and, if necessary, any assessments to the members to cover the expenses of the Corporation and for the proper maintenance and improvement of the Corporation's property. The Board shall prepare an annual operating budget to be approved by a majority of the Board.

Section 2. Notice of annual dues payment will be e-mailed and posted on the Corporation's website. Dues shall be payable at a time designated by the Board, but not earlier than 30 days after notice is provided to the members. Dues not received on time will be subject to a late fee in such amount as the Board may establish.

Section 3. The Board may suspend any member that is delinquent in the payment of their dues, during which time the member will not be allowed to use the Corporation's property.

ARTICLE X. GENERAL PROVISIONS

Section 1. A member will be considered in good standing if their dues are current and they have not violated the Rules.

Section 2. Any member may withdraw their membership by written notice to the Board of Directors at any time. In such case, there shall be no refund of dues except as otherwise provided by the Board.

Section 3. A member may, for cause and after having been given reasonable notice in writing and opportunity for a hearing before the Board, be suspended by a majority vote of the Directors, for such time as determined by the Board. Cause for suspension or expulsion shall consist of willful violation of these By-Laws or of the Rules. Suspension and expulsion may be applied to a family unit or to any family member. No dues shall be refunded in the event of expulsion of a family unit.

Section 4. The Board may delegate to a committee, or to an employee or agent of the Corporation, the power to deny recreational privileges to any member of a family unit for violation of the Rules for a period not to exceed forty-eight (48) hours. A report of such suspension shall be submitted by the committee, employee or agent to the President or other Director of the Corporation within forty-eight (48) hours.

Section 5.

- (a) All members of the Corporation may use the facilities of the Corporation subject to their compliance with the Rules.
- (b) The Board may deny the use of the Corporation's facilities to any non-member.
- (c) Any property of the Corporation broken or damaged by a member or their guest shall promptly be paid for by such member, unless otherwise provided by the Board.
- (d) The Corporation assumes no responsibility, and members or their guests shall have no claim against the Corporation for any property they bring onto the Corporation's grounds.
- (e) The Corporation assumes no responsibility, and members or their guests can have no claim against the Corporation, for any accident or injury to any person or their property.

Section 6. The Board shall present at each annual meeting and when called for by a majority vote of the members at any special meeting of the members, a full and clear statement of the business and financial condition of the Corporation.

Section 7. The fiscal year of the Corporation shall be fixed by resolution of the Board.

Section 8. Directors shall not receive any salary or other compensation for their services, but no member of the Board may be required to bear any of the expenses of the holding of meetings, and the Board by resolution may provide for payment of any reasonable expenses incurred in the proper conduct of its business. The Board may also provide for similar expenses incurred in connection with the holding of meetings or special or standing committees.

Section 9. 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 such person in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of being or having been a director or officer of the Corporation, except in relation to matters as to which the person shall be judged in such action, suit or proceeding to (i) have acted outside the scope of the Director's or officer's authority or (ii) be liable for gross negligence or willful misconduct.

The indemnification provided herein shall inure to the Director and officer whether or not such person is a Director or officer at the time such costs or expenses are imposed or incurred, and in the event of the person's death, shall extend to the person's legal representative and heirs.

Section 10. No special assessment shall be levied without a majority vote of the members present at an annual meeting or a special meeting called for this purpose.

ARTICLE XI. AMENDING BY-LAWS

Section 1. The By-Laws may be altered or repealed, by affirmative vote of two-thirds (2/3) of the members present at any regular or special meeting, provided the notice of such proposed alteration or repeal is contained in the notice of such special meeting, and at least ten percent of the members in good standing attend such meeting.

Section 2. Any question as to the proper interpretation of the provisions of these By-Laws shall be resolved by majority vote of the Board of Directors.