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WOODBIDGE VALLEY POOL ASSOCIATION, INC. BYLAWS

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BYLAWS

THE WOODBRIDGE VALLEY POOL ASSOCIATION, INC.

ARTICLE I

NAME:

The name of the Association shall be The Woodbridge Valley Pool Association, Inc. (WVPA).

ARTICLE II

PURPOSE:

This Association is formed for the purpose of promoting the health and general welfare of the community by providing an area for general recreation, and swimming; together with such incidental objects as are appropriate in the conduct of its activities on a non-profit basis, in Baltimore County, State of Maryland.

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ARTICLE III

GOVERNMENT:

Section 1:

This Association shall be managed by a Board of Directors of not more than 14 and not less than 8 in number. No less than two-thirds (2/3) of the Board of Directors shall reside in Woodbridge Valley, Ellicott Mills, Drexel Woods, Westerlee, and Ashton Woods.

Section 2:

At each annual meeting of the Bond Holders in good standing of the Association, any Board of Directors vacancies shall be filled by election of the Bond Holders in good standing, defined as a person(s) who owns a bond, has paid all dues and assessments, and has no outstanding obligations. Any vacant Directors' positions shall be elected from among the Bond Holders in good standing for a term of 3 years.

Section 3:

Any member of the Board of Directors who shall cease to be a Bond Holder in good standing in the association automatically shall cease to be a member of the Board of Directors.

Section 4:

If any member of the Board of Directors is unable to fulfill his/her entire term in office for any reason, the President shall appoint a successor and the Board of Directors shall confirm the appointment by a 2/3 majority. The appointed Board Member(s) shall serve until the annual meeting of the Association is held, at which time all Board of Directors' vacancies shall be filled by election of the active membership in accordance with Article III, Section 1 of these Bylaws. Following appointed tenure, the appointee may be nominated to fill a Board of Director vacancy and, if elected, serve a full term in office. All Board Members shall attend all meetings. Any Board Member who is absent from 4 meetings per year shall be subject to dismissal from the Board of Directors and a new Board Member shall be appointed to complete the term of office.

Section 5:

Compensation for Directors shall be in the form of reduced annual membership dues. A maximum of \$15.00 shall be credited to each Director for each meeting attended throughout the year, not to exceed \$150.00 per year. The amount shall be prorated as follows: 1/2 the allowed amount for Directors in the single/dual membership category and 1/3 the amount for Directors in the "old salt" category. Credits shall not be applied during the Director's first year and shall be applied to the following year.

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ARTICLE IV

BOARD OF DIRECTORS:

Section 1:

Consistent with these Bylaws, the Board of Directors shall:

A. Manage all Association property and transact all Association business except that:

a. The Board of Directors may approve expenditures for normal pool maintenance and upkeep for amounts not exceeding 120 percent of the annual budget. Any unbudgeted expenditure of \$10,000 or more must be approved by the general membership.

b. The Board of Directors shall not obligate the Association in any way for a period of more than one year without the approval of a majority of members present in person or by proxy at the annual meeting or at any special meeting for that purpose.

c. The Board of Directors shall present, for approval, the annual budget to the general membership at its annual meeting in September.

B. Make and amend rule for the regulation of the use of the Association property. It may appoint and remove such clerks, agents, or employees as it may deem necessary and may fix their duties and compensations.

C. Initiate Membership.

D. Fix, impose, and remit penalties for violations of the Bylaws and rules of the Association.

E. Elect from the Board of Directors a president, maintenance vice-president, personnel vice-president, membership secretary, athletics vice-president, recording

secretary, and a treasurer, as deemed necessary by the Board of Directors.

Section 2:

The Board of Directors shall designate the bank or banks in which the funds of the Association shall be deposited and determine the manner in which check, drafts, and other instruments for the payment of funds of the Association shall be executed. The Board of Directors shall also designate that the Treasurer or other designated individuals sign all checks, drafts, and other instruments for the payment of money drawn on the name of the Association. All individuals designated to sign checks shall be bonded.

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Section 3:

The Board of Directors shall meet once a month from January to November. The General Meeting will be held in September. A special Board meeting may be called if deemed necessary. Two-thirds of the members of the Board of Directors shall constitute a quorum.

Section 4:

The Board of Directors shall cause the books of the Association to be subject to special engagement of receipts and expenditures by auditors selected by the Directors, who shall neither be Directors nor Officers of the Association and the report of the auditors shall be available to the members at all times. The special engagement for this Association shall be held annually.

Section 5:

In the event a question before the Board of Directors results in a tie vote, which cannot be resolved, Roberts Rules of Order shall apply.

Section 6:

Nothing in these Bylaws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Association without the specific approval of the Bond Holders in good standing at a duly held meeting.

Section 7:

Any elected or appointed member of the Board of Directors may be removed from office by a majority vote of the Bond Holders in good standing present in person or represented by proxy at either an annual meeting or a special meeting called in accordance with these Bylaws.

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ARTICLE V

OFFICERS:

Section 1:

Officers shall be elected annually by the Board of Directors and shall hold office until the end of the first meeting of the Board of Directors following the annual meeting of the Association.

Section 2:

The president shall preside at the meetings of the Association and the Board of Directors. He/she shall be the administrative officer of the Association. He/she shall have the general management and direction of the activities of the Association. He/she shall appoint, subject to confirmation by the Directors, all standing and operating committees, designating the chairman thereof. He/she shall be an ex-officio member of all committees.

Section 3:

The maintenance vice-president shall be in charge of maintenance of the pool. He/she shall obtain estimates for repairs for the coming season. Estimates for repair under \$500 do not need Board approval. Estimates for repair over \$500 need Board approval. He/she shall perform other duties as required.

Section 4:

The personnel vice-president shall chair the committee to interview and hire pool management personnel. He/she shall be in charge of all personnel. The personnel vicepresident shall serve as liaison between the Board and the manager and staff. He/she shall perform other duties as required.

Section 4-A:

The athletics vice-president shall serve as liaison between the swim team, the diving team, and the Board, shall serve on the committee to hire pool personnel, and shall be responsible for reporting swim team and diving team activities.

Section 5:

The recording secretary shall send out the notices of the meetings of the Association and of the Board of Directors, keep the minutes, and attend to the correspondence pertaining to the office. He/she shall perform such other duties pertaining to the office as may be asked of him/her by the Board of Directors.

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Section 6:

The membership secretary shall maintain the records of the membership of the Association. He/she shall ensure that the information necessary for each membership is gathered, recorded, and kept current. He/she shall complete, co-sign, and cause to deliver membership bonds for each member. He/she shall perform such other duties as may be asked by the Board of Directors.

Section 7:

The treasurer shall keep the accounts of the Association, collecting the revenues and paying its bills, as approved by the Board. He/she shall deposit funds of the Association received by him in the name of the Association in such depository as may be authorized by the Board. He/she shall perform such other duties pertaining to his office as may be asked of him/her by the Board. He/she shall be bonded.

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ARTICLE VI

MEMBERS:

Section 1:

Membership in this Association shall consist of permanent residents in the household of the bond holder. See membership guidelines/rules.

Section 2:

The total number of memberships in this Association shall not exceed threehundredtwentyfive (325).

Section 3:

The Board of Directors shall review solely by application date, each application recommended by the Membership Committee at their first meeting after such recommendation, and shall confer membership only upon those applicants who have met

the qualification of:

A. Having purchased a Bond in the corporation.

B. Having paid required annual dues.

Section 4:

Any member may, for cause and after having been given opportunity for a hearing, be suspended for a period of not exceeding three months by a two-thirds (2/3) vote of the Board of Directors present at any meeting thereof, or expelled by a three-fourths (3/4) vote of the entire membership of the Board. Cause for suspension, or expulsion shall, in general, consist of violation of these Bylaws or of the rules of the Association or of conduct unbecoming a member.

Section 5:

The Board of Directors shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Association.

Section 6:

Any application shall be made to the Board of Directors in writing by any member (membership) who wishes to have someone other than a permanent resident in his household admitted to the Pool for a charge for a specific season.

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ARTICLE VII

DUES AND FEES:

Section 1:

Dues shall be sufficient to provide for the necessary operating expenses of the Association and the proper maintenance and improvement of the property and such dues shall be payable by April 1st each year.

Section 2:

The Board of Directors, at its first meeting after the annual meeting of the members, shall establish dues and shall not exceed the previous year's dues by more than 20% (twenty percent) without the approval of the majority of the Bond Holders present at the annual meeting. Annual dues for bonds purchased or rented directly from the Pool Association after billing statements have been sent shall be payable according to the following schedule:

Through June 30: 100% of the annual dues

July 1 to July 31: 75% of the annual dues

August 1 to end of season: 30% of the annual dues

Section 3:

No dues or part thereof shall be refunded in the event that pool operations are required to be suspended for any period.

Section 4:

For the purposes of providing a sufficiency of the necessary funds to purchase land and build the facilities of the Association, each of three hundred twenty five (325) members accepted into membership, as a condition of membership, shall be required to purchase a bond (membership certificate). The face value of bonds (membership certificates) owned by the Association shall be determined annually by the Board of Directors.

Section 5:

The resignation of a membership shall be made in writing to the Association secretary, and resignation dates shall be recorded by the secretary. The Association shall have first

option to repurchase the Bonds. Each Bond shall be redeemed in chronological order in which the membership is terminated, and as soon as payment is received from incoming membership. If the Association has not acted on its option to redeem the Bond within

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thirty (30) days of the date the secretary has received the resignation, the Bond Holder shall be permitted to negotiate with an acceptable applicant.

Section 6:

In the event of the dissolution of the Association in any manner or for any cause, and in any other event, upon the effective date of the dissolution of the Association, bonds shall be a lien upon the proceeds of the sale of the property of the Association after payment of all its just debts and obligations to the extent of the then value of Bonds as fixed by these Bylaws, subject to set-off of all debts, dues, and obligations owed by the holder of the Association. After payment of all Bonds, outstanding upon the effective date of dissolution of the Association, the surplus remaining shall be paid and distributed pro rata among the then Bond Holders of the Association.

Section 7:

Any member failing to pay dues or indebtedness by the day on which the dues or indebtedness were due, according to statements which shall have been sent to him, shall be required to pay a late charge of \$50. Subsequently, the member shall be notified that, if such indebtedness has not been paid within 30 days of the notice, the delinquent membership shall be suspended. Any person thus suspended shall immediately be notified by certified mail of his suspension and, if his indebtedness is not paid in full within fifteen (15) days after the sending of such notice, he shall cease to be a member of the Association, and his bond (membership certificate) shall be forfeit and rendered void. The Directors, in their discretion, may reinstate any member upon request and payment of all indebtedness to the Association.

Section 8:

In case of enforcement of a lien, as above herein provided, neither the resignation of the holder nor the delivery of the bond shall be requisite to perfect the transfer to the Association or to new processor, and the Association for the time being is hereby authorized, as the attorney of the holder of such bond, to make such transfer.

Section 9:

No new Old Salt memberships will be accepted effective April 1, 2006. Current Old Salts must renew each year in order to keep this type membership.

The Board of Directors shall expand the membership category to include an "Old Salt" membership category. This limited membership is designed for "empty nesters" and families where the children are grown (18 years and older) and no longer listed as members of the Pool. The original Bond Holder(s) are the only members permitted on this membership. To qualify for this membership the Bond Holder(s) must:

A. Have been a full member for the preceding 10 years;

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B. Be at least 40 years of age;

C. Have no dependent children or other permanent household members who will use the pool other than as a guest;

D. Have sold their full membership and the Association must have received payment for one year's dues by the new Bond Holder following the sale; and

E. Agree to pay annual dues at the rate of 50 percent of the dues charged for full family memberships.

Such members shall have all the benefits and rights of a full member, except the right to vote at the General Meeting. They can be elected to serve on the Board of Directors and hold office if so elected by the Board. Such members do not have a bond. This membership category is not transferable.

Section 10:

When a member purchases a bond from the Association after the close of a season and requests a refund before the opening of the next season, it is left to the discretion of the Board of Directors if a refund is granted. If a refund is granted, a \$50.00 processing fee shall be withheld.

Section 11:

A. A renter shall be allowed to rent a pool bond a maximum of one time – either from the Association or from an individual member, but not from both.

B. A renter shall pay the current dues plus a non-refundable rental charge in an amount to be determined yearly by the Board of Directors.

C. If a renter requests a refund before the opening of the season, it is at the Board of Directors discretion whether a refund is given. If a refund is granted, the \$50.00 rental charge will be withheld.

D. When a renter purchases a pool bond prior to April 15th of the following year, the rental charge shall be applied to the purchase of the bond.

E. The number of rental Bonds shall be left to the discretion of the Board of Directors.

Renters shall have all the benefits and rights of a full member, except that they are not allowed to vote and they cannot serve on the Board of Directors.

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Section 12:

The Board of Directors of this Association shall expand the membership category to include a "Single/Dual" membership. The number of "Single/Dual" membership. The number of people eligible to join the pool on this bond will be limited to two (2) persons, one of whom must be an adult age 18 or older. To qualify for this membership, the person (or persons) must:

A. Purchase a membership bond from the Woodbridge Valley Pool Association.

B. Agree to pay annual dues at the rate of 75 percent of the dues charged for full family memberships.

Such members who join the pool under a "Single/Dual" membership category would have all the benefits and rights of full members. All membership rights and obligations, as detailed in the Bylaws of the Woodbridge Valley Pool Association, Inc., will apply.

Section 13:

The Board of Directors of this Association shall expand the membership category to include a "Non-vested" membership. Non-vested members hold no ownership interest in the pool. A non-vested membership is available for successive seasons at a special rate to be determined by the Board of Directors. Non-vested members must rent a bond. A non-vested membership may be renewed for each season at the special rate, plus an additional bond rental charge. Such members

shall have all the benefits and rights of a full member, except the right to vote at the General Meeting. They cannot serve on the Board of Directors or hold office.

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ARTICLE VIII

MEETINGS:

Section 1:

The Annual Meeting shall be for the purpose of electing Directors, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it.

Section 2:

The Annual Meeting shall be held in the month of September in each year, at such time and place as the Board of Directors may determine. The following procedure shall be followed:

Notice of the Annual Meeting shall be given by mail at least five (5) days prior thereto. The names of candidates nominated by the nominating committee will be presented at the Annual Meeting; however, independent nominations may be made as provided by Article IX.

Section 3:

Special meetings of the Association may be called by the Board of Directors. Also, upon written request of thirty (30) memberships to the secretary stating the purpose therein, a special meeting shall be called by the secretary within thirty (30) days. Special meetings of the Association may be held on five (5) days' notice by mail to all members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereat.

Section 4:

Only Bond Holders in good standing shall be entitled to a vote at meetings of the Association. A written proxy may represent the Bond Holder, if he/she is unable to attend in person. Voting may be by voice, however, ten (10) Bond Holders, including those represented by proxy, shall have the right to demand voting by roll call. Each Bond shall constitute one (1) vote. Those Bond Holders present shall constitute a quorum at all Association meetings.

Section 5:

A. The Board of Directors shall hold its first meeting following the Annual Meeting of the members as promptly as practicable each year.

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B. Special meetings of the Board of Directors may be called by the president and shall be called by the secretary upon the request of a majority of Board members.

C. Notice of special Board meetings shall be made to each member of the Board at least five (5) days before the date of the meeting.

ARTICLE IX

NOMINATIONS:

Section 1:

The Board of Directors shall appoint a nominating committee at their regular meeting prior to the Annual Meeting. The nominating committee shall present the list of candidates at the Annual Meeting.

Section 2:

Nominations may be made from the floor at the Annual Meeting. Any candidate nominated from the floor shall be present or shall have signified his intension in writing to accept the nomination to the Board of Directors.

ARTICLE X

COMMITTEES:

Committees shall be formed at the discretion of the Board of Directors. These committees may include, but are not limited to, Maintenance, Activities, Membership, and Swim Team. Committees must be chaired by a member of the board, but can include other Bond Holders.

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ARTICLE XI

MISCELLANEOUS:

Section 1:

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

Section 2:

The right of indemnification provided herein shall ensure to each Director or Officer referred to in Section 1, whether or not he/she is such Director or Officer at the time such costs or expenses are imposed or incurred, and in the event of his/her death shall extend to his/her legal representative.

Section 3:

Any questions as to the meaning for proper interpretation of any of the provisions of these Bylaws shall be determined by the Board of Directors of the Association.

Section 4:

The permanent Bylaws may be amended by a two-thirds (2/3) vote of Bond Holders in good standing present in person or represented by proxy at any meeting of the Association provided at least five (5) days notice by mail of such amendment shall be given to each Bond Holder in good standing.

Section 5:

Roberts Rules of Order, Revised, shall govern all meetings of this Association.

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Amendment History:

03/15/74 Article III, Section 1, revised

02/05/75 Article IV, Section 1(a) 1a, revised

Article IV, Section 1(a) 1c, revised

Article IX, Section 1, revised

Article X, Section 5, revised

02/10/76 Article VII, Sections 2 and 7, revised

Article VIII, Section 5(c), revised

02/22/77 Article III, Section 4, new

Article IV, Section 7, revised
02/21/78 Article IV, Section 1(a) 1c, revised
Article VIII, Section 2, revised
03/04/80 Article V, Section 1, revised
Article X, Section 1 through 6, revised
11/12/80 Article X, Section 1, revised
Article X, Section 7, new
10/22/81 Article VIII, Section 2, revised
09/88 Article III, Section 1, revised
Article IV, Section 1a, 1c, 1B, 1E; Sections 2 through 4, revised
Article V, Sections 1, 3, 4, 5, and 6, new
Article VI, Section 4, revised
Article VII, Sections 1, 2, and 7, revised; Sections 4 and 9, new
Article, VII, Sections 2 and 4, revised
09/14/89 Article VII, Section 7, revised
09/20/90 Article VII, Sections 10 and 11, new
09/11/01 Article III, Section 1Aa and 4, revised
11/02/93 Article III, Section 1, revised
Article IV, Section 1E, revised
Article V, Sections 1 and 4, revised
Article VII, Sections 6 and 9, revised
Article X, Section 3, revised
Blanket name change for Maintenance VP and Personnel VP
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09/24/94 Article IV, Section 1E, revised
Article V, Section 1, revised; Section 4A, new
Article VII, Section 4, revised
03/10/03 Article VII, Section 12, new
09/27/04 Article III, Section 1, revised
Article VII, Sections 2, 4, 7, and 9, revised
Article IX, Sections 1 and 2, revised
Article X, revised/simplified; Sections 1-7, deleted
Miscellaneous non-substantive revisions, usually simplifying
04/05/06 Article VII, Section 9, revised
Article VII, Section 11, B, revised
Article VII, Section 11, D, revised
Article VII, Section 12, A, revised
Article VII, Section 12, C, deleted
11/12/07 Article VII, Section 9 E, revised
Article VII, Section 12 B, revised
11/11/09 Article VII, Section 7, revised/clarified
Article VII, Section 13, new