

**BY LAWS OF
THE CHEVERLY SWIM AND
RACQUET CLUB, INCORPORATED**

ARTICLE I – Name

The name of the organization shall be THE CHEVERLY SWIM AND RACQUET CLUB, INCORPORATED, hereinafter to be referred to as “the Corporation.”

ARTICLE II – Purpose

The primary purpose of the Corporation shall be to furnish swimming, tennis, and other recreational facilities for the membership and guests to the extent as shall be provided under the standing rules approved by the Board of Directors. For this purpose, the Corporation shall be considered a non-profit entity operating in this capacity.

ARTICLE III – Board of Directors

1. The Corporation shall be managed by a Board of Directors, hereinafter to be referred to as “the Board,” no less than ten (10) and no more than fifteen (15) in number.
2. Individuals standing for election to the Board must be members in good standing prior to their election as a Director. The term of office of Director shall be three years. Annual elections will occur to fill the expiring terms of Directors.
3. Directors shall serve no more than three consecutive terms.
4. Unexpired-term vacancies on the Board shall be filled by majority vote of the remaining Directors; the Director so appointed shall hold office to complete the unexpired term.
5. If a Director fails to perform any of the duties of a Director, the Director may be removed from office.
6. Any Director may be removed from office by the affirmative vote of two-thirds (2/3) of the Directors present at a special meeting held for the purpose of voting on termination of the Director. The Director shall be granted an opportunity for a hearing on the removal and if removed the vacancy filled as herein provided.
7. Except in the case of fraud and deliberate misconduct, no Director shall have any liability to a member or any other individual in connection with other acts as a Director.
8. Current Directors are not permitted to be employed by the Corporation.

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ARTICLE IV – Membership and Membership Dues

1. Membership in the Corporation shall be issued by the Board each year in categories as the Board deems appropriate.
2. A membership gives those individuals qualifying and identified on the membership application the right to use the Corporation's facilities during regularly scheduled operating hours in accordance with the standing rules adopted by the Board.
3. Membership shall be issued to a family unit with right of survivorship. Membership entitles all members of the family unit to utilize the Corporation's facilities upon the payment of dues as fixed by the Board. A family unit is defined as:
 - (a) All persons permanently residing in the same housing unit related by blood or marriage to the owner or joint owners.
 - (b) All other persons who are legally and/or financially dependent upon the individual holding the membership, and residing in the same housing unit as the individual holding the membership.
4. Each year the Board, as it deems necessary, shall set the dues and the equity fees for each membership category and the number of maximum full memberships.
5. Memberships are not transferable. Membership in the Corporation are available without regard to race, religion, national origin, marital status and sexual orientation.
6. Failure to pay membership dues will cause membership privileges to be suspended until such dues are paid, and failure to pay membership dues by a date established by the Board, may be cause for expulsion.
7. Membership privileges of the entire family unit, may be suspended or terminated for due cause, by a majority of the Board. The Membership shall be granted an opportunity for a hearing before the Board on the suspension or termination. Due cause for suspension or termination shall consist of illegal activity on the Corporation's grounds, or violation of these Bylaws or the standing rules of the Corporation, or of conduct deemed detrimental to the membership.
8. All individuals covered by the Corporation's membership, and any and all guests, must comply with the Rules and Regulations of the Corporation, as adopted by the Board, and with instructions of the pool staff, and are expected to conduct themselves in a manner consistent with the continuing health, safety, and self-respect of the other users of the Corporation. Upon failure to comply with Rules and Regulations on the part of the members or guests; or refusal to comply with the request of the Manager or staff of the Corporation; or conduct that is detrimental to the health, safety, and self-respect of the other users of the Corporation's facilities; or destruction of the Corporation's property; the Board may take disciplinary actions as it deems appropriate, including suspension of membership rights or the expulsion of the membership unit in whole or in part.

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9. In case of termination, the Corporation shall repay the member's equity, less dues in arrears, as herein provided. A member expelled by the Board may be reinstated by a majority of one vote per membership present at a duly called special membership meeting after an opportunity to be heard has been given to both a representative of the membership and a representative of the Board.
10. When a membership is resigned or terminated, refund of the equity due, less dues in arrears, will be made by the Corporation. A member's equity (excluding federal excise tax and dues paid) shall be reduced by 5 per cent on June 1, 1960, or on the first June 1 of the membership thereafter, and reduced by the same amount on each June 1 for the next nine (9) consecutive years of the membership. A member's equity shall not be reduced below 50 per cent of its initial refund value.
11. Membership dues for the current season shall be paid on or before the opening of the pool on a date set annually by the Board for entry to the club.

ARTICLE V – Membership Meetings

1. An annual meeting of the membership shall be held at such time and place as the Board shall designate.
2. Special meetings of the membership may be called at any time by majority vote of the Board, and shall be called by the Board within twenty-one (21) days of the receipt of the written request of not fewer than fifty (50) memberships of the Corporation.
3. At least seven (7) days before the date of any annual or special meeting of the membership, the Secretary shall give notice thereof. For special meetings these notices shall indicate the purpose of the meeting, and no other business may be transacted at such special meetings.
4. Memberships in good standing shall be entitled to vote in the affairs of the Corporation. There shall be no more than one vote per membership. A member may vote as provided in the standing rules adopted by the Board.
5. In voting for Directors, each membership shall be allowed one vote for each seat to be filled.
6. It shall be the duty of the Secretary to afford every member the opportunity to vote for candidates to the Board and on all proposed amendments of the Bylaws of the Corporation. All ballots must be received by the Secretary on the date fixed for such meeting or voting.

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ARTICLE VI – Officers and Their Duties

1. The Officers of the Corporation shall be a President, Vice President, Treasurer and Secretary, who shall be elected by the Board, from their own number. Officers shall be elected at the first meeting of the Board following the Board election. Unless sooner removed as herein provided, they will hold office for a term of one (1) year and until the election of their respective successors.
2. The President shall:
 - (a) Preside at all meetings of the members and at all meetings of the Board;
 - (b) Have general supervision over the affairs of the Corporation;
 - (c) Have authority to approve expenditures up to an amount deemed appropriate by the Board;
 - (d) Act as contracting officer for the Corporation in connection with all business as authorized by the Board;
 - (e) Be authorized to appoint such committees as the President shall deem necessary. The chairman of these committees shall be designated by the President, subject to the approval of the Board.
3. The Vice President shall have and exercise all the powers, authority and duties of the President during the absence or disability of the President. In case of absence or disability of the Vice President, these duties shall be performed by the Secretary or Treasurer (in that order).
4. The Treasurer shall:
 - (a) Have custody of all money, securities, valuable papers and other assets of the Corporation, subject to such limitations and control as may be imposed by the Board;
 - (b) Sign all checks, drafts and other orders for the disbursement of the Corporation's funds, and collect the Corporation's revenue;
 - (c) Provide and maintain full and complete records of all the assets and liabilities of the Corporation;
 - (d) Prepare and submit to the Board a financial statement showing condition of the Corporation as of the close of business of the last business day of each month within twenty-one (21) days after the close of each month;
 - (e) Prepare such financial reports and tax returns as are required by law;
 - (f) Serve as primary liaison with financial agents as employed by the Board to assist with the financial well-being of the Corporation;
 - (g) Arrange to have the corporation's books reviewed or audited once a year by an outside source approved by the majority of the Board.

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5. The Secretary shall:
 - (a) Prepare and maintain the full records of all meetings of the Board and of meetings of the membership of the Corporation, including complete results of all votes conducted at such meetings;
 - (b) Notify members and the Board of all meetings, and prepare all correspondence pertaining to the office.

6. In addition to the specific enumerated duties of the Officers as prescribed herein, any Officer shall perform such other duties as customarily pertain to the office or as may be directed to perform by resolution of the Board not inconsistent with these Bylaws or standing rules.

7. When any Officer is absent, disqualified or otherwise unable to perform the duties of his or her office, the Board may designate another member of the Board to act temporarily in his or her place.

8. Any Officer of the Corporation may be removed from office by the affirmative vote of two-thirds ($\frac{2}{3}$) of the Directors present at a regular or special meeting of the Board, provided notice that such a motion will be made is given to the Board prior to such meeting. The Officer shall be granted an opportunity for a hearing on the removal and if removed the vacancy filled as herein provided.

9. All officers of the Corporation shall serve without compensation.

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ARTICLE VII – Meetings and Duties of Directors

1. Regular meetings of the Board shall be held monthly. The President of the Board and, in the absence of the President, the Vice President, may call a special meeting of the Board at any time. A special meeting may also be called by request of any three Directors. For any meeting of the Board, seven Directors shall constitute a quorum. Regular meeting attendance of the Directors is expected.
2. When a decision on a matter before the Board cannot be held until the next scheduled Board meeting, the Board may vote via email. A majority of the Directors shall constitute a quorum. A vote by a majority of the Directors shall be binding.
3. The Board shall be vested the authority for general direction and control of the affairs of the Corporation. Their authority shall extend to, but is not limited to, such actions as:
 - (a) Establishing, publishing and enforcing reasonable rules for the use of the Corporation's facilities;
 - (b) Establishing annual dues and initiation fees;
 - (c) Employing, fixing the compensation of, and prescribing the duties of such employees as may be necessary. (The Board may delegate its authority in this matter to individuals or committees it may designate.);
 - (d) Fixing the amount and character of, and approving surety bonds required of any persons handling or having custody of funds;
 - (e) Electing and removing from office the Officers as herein provided;
 - (f) Electing to fill vacancies as herein provided;
 - (g) Authorizing the incurring of obligations and the payment of such obligations; authorizing of investments of the Corporation;
 - (h) Preparing and submitting to members present a financial report at the annual meeting;
 - (i) Providing for competent audit of the Corporation's books and records when deemed necessary by the Board;
 - (j) Creating and adopting standing rules for the Corporation.
4. The Board shall have no authority to sell, rent, lease, grant easements other than those necessary to secure utility service, or otherwise dispose of or encumber the real property of the Corporation without a majority vote of its members, except that the Board may, if necessary, mortgage the property for the purpose of raising funds for operation or expansion in accordance with the purposes for which the Corporation was organized.

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ARTICLE VIII – Property and Finances

1. The Board shall approve and authorize an annual budget, and supplements and amendments. The amounts of expenditures and obligations incurred by Officers of the Corporation shall be approved and authorized and shall be incurred for the purpose designated by the Board as authorized by these Bylaws. No expenditures or obligations other than from a petty cash fund shall be incurred or made except as provided in this paragraph.
2. All disbursements of funds of the Corporation shall be made by the Treasurer or by a designee of the Board.
3. All funds of the Corporation shall be deposited within thirty (30) days of their receipt and in an institution, the deposits of which are insured by a Federal or a State of Maryland sponsored insurance corporation.
4. Funds of the corporation may be invested only in obligations of the United States Government or in institutions whose deposits are insured by agencies of the United States Government or the State of Maryland. They may not be loaned to or invested with an Officer, Director or member of the Corporation or to or with any other person, agency or government instrumentality.
5. The Board shall require adequate fidelity bonds for the faithful performance by the Treasurer of his/her duties, the premiums to be paid from corporate funds.
6. Equity income from memberships shall be deposited in a special interest bearing account maintained for the purpose of refunding equity to surrendered memberships and the interest used for major repairs and/or replacement of the Corporation's facilities.

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ARTICLE IX – General

1. All books of account, minutes of meetings, committee reports and other records of the Corporation shall be available to members of the Corporation in reasonable time and upon request to the Secretary.
2. No action shall be taken by the Directors or members of the Corporation which is contrary to the limitations imposed by the Commissioners of Prince George’s County at the time the Special Zoning Exception was granted. A copy of these limitations shall be kept on file by the Secretary.
3. No Director of the Corporation shall approach, solicit, or engage personnel for employment or special services without prior approval of the Board. Likewise, no financial contributions, gifts, or donations shall be solicited or accepted by the Corporation personnel or Directors to benefit the Corporation without prior approval of the Board.
4. The rules contained in Robert’s Rules of Order, Newly Revised, shall govern the Corporation in all cases in which they are applicable and are not inconsistent with these Bylaws or the special rules of order of this Corporation.

ARTICLE X– Adoption of Bylaws and Amendments

1. These Bylaws shall be approved by the Board and presented to the membership for approval. The membership shall approve the Bylaws by casting one vote per membership present at a duly called special membership meeting.
2. These Bylaws shall become effective immediately upon approval by the Board and the membership and shall remain in effect until amended in accordance with provisions contained herein.
3. Amendments to these Bylaws may be approved by a vote of the majority of the membership voting in an election to amend the bylaws.
 - (a) Proposed amendments may originate with the Board or by petition signed by fifty (50) members in good standing.
 - (b) Proposed amendments must be submitted to the Board for consideration before being voted on by the membership.
 - (c) Proposed amendments must be made public to each member.
4. Copies of these Bylaws shall be made available to all members.

Adopted as Revised – July 2018