

MONTGOMERY COUNTY SWIM LEAGUE, INC.

BY-LAWS

ARTICLE I – NAME AND LOCATION

Section 1. Name: The name of this Corporation shall be Montgomery County Swim League, Inc., a nonprofit Corporation, incorporated in the State of Maryland.

Section 2. Location: The principal office of the Corporation shall be at the home of the President of the Corporation.

The Corporation may also have offices at such other places within and without the State of Maryland as the Board of Directors (the "Board") may from time to time determine or the business of the Corporation may require.

ARTICLE II – PURPOSES

The purposes for which the Corporation is formed are as follows:

To sponsor competitive swimming and other activities among the swimming pools and organizations in Montgomery County, Maryland, and to develop in the children involved in these programs a love for the sport of swimming, advanced aquatic skills, teamwork, and the principles of good sportsmanship.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. The Members of the Corporation (the "Members") shall in general be community swimming pools in Montgomery County, each of which shall be a family-type, nonprofit organization, with a membership not in excess of 1,000 families.

Section 2. Membership in the Corporation for any given year shall be extended to Members in good standing of the previous year and to pools recommended by the Board and approved by the Members.

Section 3. By April 1 of each year, each Member shall designate a Representative to receive communications and to represent it at all meetings of the Corporation. Each Representative so designated shall be a member in good standing of the Member pool organization he or she represents, shall assume responsibility immediately following his or her selection, and shall serve until his or her successor is selected. If the Representative is unable to attend any meeting personally, he or she may send another member in good standing of the Member pool organization to act in his or her place as an alternate Representative at any meeting.

Section 4. Dues for each Member shall be set annually at the March meeting, the Board having determined the amount adequate to meet all anticipated expenses. Dues shall be payable before the opening date of swim league competition each year.

ARTICLE IV – MEETINGS OF THE MEMBERS AND VOTING

Section 1. An annual meeting of the Members shall be held at such location as the Board may designate, during the month of September of each year. Regular meetings of the Members shall also be held during the months of February, March, April, May, June, and July, on dates and at locations to be determined by the Board.

Section 2. Special meetings of the Members may be called at any time by the President or by a majority of the members of the Board.

Section 3. Written notice of any meeting of the Members shall be mailed to the last known address of the Representative (or, in the event a Representative shall have ceased to serve in such capacity, of designated alternate Representative) of each Member and each Director not less than seven (7) nor more than twenty (20) days before the date of the meeting.

Section 4. At all meetings of the Members, each Representative (or an alternate Representative, if the Representative shall have ceased to serve in such capacity or for any reason shall not be present or voting) shall have one (1) vote, and may take part and vote in person and not by proxy. Regardless of the number of persons representing a Member attending a meeting, only one person shall cast the vote on all questions for each Member. Unless otherwise provided for in these By-laws, a majority vote of the Members present shall govern.

Section 5. At any meeting of the Members, a quorum shall consist of a majority of the Members of the Corporation.

Section 6. At the March meeting of the Members, the Rules for Competition for the upcoming season will be presented. When duly adopted by a majority of the Members voting, the Rules for Competition will remain unchanged throughout the competitive season, except as modified during the last meeting of the Members prior to the first dual meet to correct printing errors and to update U.S.A Swimming (or its successor organization) rule interpretations.

ARTICLE V – BOARD OF DIRECTORS

Section 1. The Board shall be comprised of the four Officers of the Corporation and between nine and fifteen other individuals selected, in accordance with Section 2 of this Article V. The number of Directors within the designated range may be determined by the Board from time to time. The number of Directors may be increased or decreased outside the stated range (but not to less than three Directors) by amendments to these By-laws.

Section 2. The members of the Board who are not Officers of the Corporation shall be elected by the Members of the Corporation at the annual meeting of the Members. Each Director shall serve for a term of one year or until his or her successor is elected and qualified, and may succeed himself or herself in perpetuity. A nominating committee shall prepare a slate of candidates for positions as Directors and elected Officers of the Corporation. Nominations may also be made from the floor, provided the nominee has confirmed a willingness to serve.

Section 3. The Board shall be the responsible administrative body of the Corporation. It shall have the authority to transact all business of the Corporation and to authorize all expenditures.

Section 4. The Board shall prepare an annual report covering the Corporation's activities and finances for the preceding year. This report shall be presented at the March meeting of the Members.

Section 5. The Board shall be empowered to expel, suspend, or otherwise discipline, upon approval by a two-thirds (2/3) vote of the Board, subject to ratification by a two-thirds (2/3) vote of the Members present at the next meeting of the Members, a team, coach, pool representative, or competitor who has been shown to be in violation of the Articles of Incorporation, By-laws, or Rules for Competition of the Corporation, or who has demonstrated unsportsmanlike conduct, or who is unwilling to abide by the Corporation's decisions. Any party or parties alleged to have engaged in conduct justifying expulsion or other disciplinary action shall be notified in writing at least seven (7) days before any action shall be considered by the Board.

Section 6. A vacancy occurring on the Board shall be filled for the unexpired term by a person elected by the Board.

ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS

Section 1. An annual meeting of the Board shall be held during the month of September of each year.

Section 2. Special meetings of the Board may be called at any time by the President or by a majority of the members of the Board.

Section 3. Written notice of any meeting of the Board shall be mailed to the last known address of each Director not less than seven (7) nor more than twenty (20) days before the date of the meeting.

Section 4. At all meetings of the Board, each Director shall have one (1) vote, and may take part and vote in person. Unless otherwise provided by these By-laws, a majority vote of the Directors voting shall govern.

Section 5. At an annual or special meeting of the Board, a quorum shall consist of a majority of the members of the Board.

ARTICLE VII – OFFICERS AND THEIR ELECTION

Section 1. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. No two offices may be held by the same person.

Section 2. Officers shall be elected by the Members at the annual meeting of the Members and shall assume their official duties immediately following their election. Each Officer shall serve for a term of two (2) years or until the election and qualification of his or her successor. An Officer shall be eligible to serve no more than one (1) consecutive term in the same office.

Section 3. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by the Board.

ARTICLE VIII – DUTIES OF OFFICERS

Section 1. The President shall be the chief executive officer of the Corporation and shall have active management of its affairs; shall preside at all meetings of the Members at which he or she may be present; shall perform such other duties as may be prescribed in these By-laws or assigned to him or her by the Board; and shall coordinate the work of the Officers and committees of the Corporation in order that its purpose and objectives may be promoted.

Section 2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that Officer.

Section 3. The Secretary shall record the minutes of all meetings of the Board; shall give all required notice of meetings of the Board or the Members, and shall perform such other duties as may be delegated to him or her.

Section 4. The Treasurer shall have custody of all funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Board or a special committee to which such authority is delegated. The Treasurer shall present a financial statement at every meeting of the Board and at other times when requested by the President and shall make a full report at the March meeting of the Members. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the By-laws.

The Treasurer's accounts shall be examined annually by a member of the Board selected by the President who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

Section 5. All Officers shall deliver to their successors all official material in their possession as soon as is reasonably practical following the election of such successors.

ARTICLE IX -- STANDING AND SPECIAL COMMITTEES AND U.S.A. SWIMMING REPRESENTATIVE

Section 1. The President shall appoint the chairman of such standing and special committees as the Board deems necessary for the effective operation of the Corporation.

Section 2. The committee chair shall select the other members of his or her committee.

Section 3. The President shall appoint the representative to U.S.A. Swimming (or its successor organization). He or she shall attend the meetings of the U.S.A. Swimming Local Swim Committee ("LSC"), function on such committees as designated by the LSC, and serve as liaison between the Corporation and U.S.A. Swimming.

ARTICLE X – FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

ARTICLE XI – ORDER OF BUSINESS

Unless otherwise provided for in these By-laws, Robert's Rules of Order shall govern the transaction of business.

ARTICLE XII – NOTICE

All written notices required to be mailed to Members or Directors shall be effectively given by hand delivery, by deposit in the mail, postage prepaid, by sending such notice by any prepaid delivery or courier service, by facsimile transmission or by electronic mailing.

ARTICLE XIII – SEAL

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, State of Maryland." The Corporation may alter and change said seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

ARTICLE XIV – WRITTEN CONSENT IN LIEU OF MEETING

Unless otherwise restricted by the Articles of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board or any standing or special committee may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, including electronic communication.

ARTICLE XV – AMENDMENTS

These By-laws may be amended from time to time at a meeting of the Members by a two-thirds (2/3) vote of the Members present, if notice of the substance of the proposed amendments be contained in the notice of the meeting given pursuant to Article IV, Section 3 of these By-laws.

DATE

SECRETARY

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of the Montgomery County Swim League, Inc., a Maryland Corporation; and

(2) That the foregoing By-laws constitute the original By-laws of said Corporation as adopted by the Board of Directors on the 15th day of May, 1980, and amended by the Members of the Corporation from time to time, most recently on February 10, 2000.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this **10th of February, 2000**.

/s/ William Ferguson
