

RESTATED BY-LAWS DRUMMOND HILL POOL, INC.

Adopted: April 16, 2002

I. NAME

The name of the Corporation shall be the DRUMMOND HILL POOL, INC.

II. PURPOSE

The purpose of the Corporation shall be:

- a. To operate a swimming pool and such incidental recreational facilities;
- b. To provide a medium of cooperative interest by the pool membership on matters of mutual interest.
- c. To promote swimming and other aquatic sports and past times.
- d. To do all other lawful acts or activities permitted by the General Corporate Law of Delaware in furtherance thereof. The Corporation shall, however, do nothing which is not permitted to be carried out by a corporation exempt from Federal Income Tax under Section 501 (c)(7) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future Internal Revenue Law).

III. BOARD OF DIRECTORS

- a. The property and business of the Corporation shall be managed by a Board of Directors. The number of Directors shall be such number, no less than 6 and no more than 15, as shall be determined from time to time by a majority of the membership of the Corporation acting at a regular meeting or special meeting called for that purpose. All members of the Board of Directors must be active members of the pool.
- b. Consistent with these By-Laws, the Board of Directors shall transact all pool business and make and amend rules for the use of the pool, shall fix, impose and remit penalties for violations of the By-Laws and the pool rules, and shall enforce the conditions of pool membership in accordance with Article VI.
- c. The members of the Board of Directors shall be elected by a majority of the members of the corporation present at each annual meeting or special meeting of the Corporation. The members can cast their vote by absentee ballot, proxy or in person. Any member of the corporation cannot be given more than one proxy. A minimum of two-thirds (2/3) of the directorships shall be held by a member in good standing of the Village of Drummond Hill / Drummond Ridge Civic Association.

- d. Special meetings of the Directors may be called by the President on three (3) days written notice and shall be so called by the President in like manner on the written request of at least two (2) Board members and may be held within or without Delaware.
- e. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured and each Director shall have one (1) vote at all Board meetings.
- f. Any one or more of the Directors may be removed at any time with or without cause, by a majority vote of the voting members of the Corporation at a meeting called for that purpose.
- g. Vacant Directorships may be filled by a majority vote of the members of the Corporation at a regular or special meeting. The Board of Directors may replace a Director who resigns mid-term or appoint a Director to fill any director position unfilled by a general membership meeting by a vote of a majority of remaining directors at any meeting of the Board. Any Director appointed under this provision shall serve the remainder of the term of the resigned Director or the term which would have been served by the position which the general membership failed to fill.
- h. Members of the Board of Directors shall serve one (1) year terms and shall be eligible for re-election each year. In the event a membership meeting is not held to replace or re-elect directors, the directors shall serve until the next Board is elected by a membership meeting.
- i. The Board of Directors may cause the books of the Corporation to be reviewed annually by a member of the pool who shall neither be a Director nor an Officer of the Corporation. The Board may also cause the books to be reviewed by an Audit Committee, which may consist of directors, officers and/or members as well as non-members, appointed by the Board of Directors. The Board may set the requirements for the nature of the review. It shall not be required that the review be an audit conducted by a CPA.

IV. OFFICERS

- a. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer who shall be appointed by the Board of Directors at the annual meeting or any subsequent meeting of the Board. The officers of the Corporation shall be eligible for re-appointment.
- b. The President shall preside at all meetings of the Board of Directors and shall be the administrative officer of the Corporation, duly carrying out and performing all resolutions and instructions of the Board of Directors. He or she shall sign all

contracts and similar documents as they are approved by the Board or the Corporation membership.

- c. The Vice President, in the absence of or at the request of the President, shall perform the functions of the President.
- d. The Secretary shall give all required notice for the Corporation and shall keep minutes of all meetings and attend to the correspondence of the Corporation as requested by the President or other officers of the Corporation or Board.
- e. The Treasurer shall, within the jurisdiction of his or her own responsibilities, receive all funds and contributions, account therefore, and disburse the funds of the Corporation when properly authorized to do so, keeping records of all transactions in the form and manner consistent with the standard accounting procedures. The Treasurer shall present an annual report at the annual membership meeting. The Treasurer shall submit to the Board or President a summarized financial statement upon request. The Treasurer shall deposit the moneys of the Corporation, in the name of the Corporation, in such depositories as may be authorized by the Board. He or she may cosign all checks and other disbursement vouchers along with the President, Vice President, or Secretary. The Membership Chair may assist the Treasurer in the duties of collection and depositing of dues and fees.

V. CORPORATION MEMBERSHIP – DRUMMOND HILL CIVIC ASSOCIATION

Members of the Board of Governors of the Village of Drummond Hill / Drummond Ridge Civic Association may be dues paying members of the DRUMMOND HILL POOL, INC.

VI. POOL MEMBERSHIP

- a. A pool member shall be defined as a dues paying member, and persons of the same household. The Board of Directors may set requirements as to its definition of persons of the same household. In any conflict arising from the Board's requirements, the decision of the Board shall determine.
- b. The membership shall be limited to 225 dues paying members.
- c. The Board of Directors may establish an initiation fee and shall establish the amount of annual dues, as well as other fees as may be necessary from time to time, including, but not limited to, guest fees and fees for special services such as lessons.
- d. Any pool member may withdraw from the pool membership at any time. On a case by case basis, the Board of Directors may allow a refund of some or all of the

current year's dues or fees, but absent such allowance by the Board, the member shall not be entitled to a refund of the current year's dues or fees.

- e. Any pool member, after being given an opportunity for a hearing, may be suspended or expelled from pool membership by a two-thirds (2/3) vote of the Board.
- f. Application for pool membership shall be entered upon a waiting list and issued as vacancies occur. A vacancy shall be deemed to occur upon the withdrawal, resignation, or removal of a member, or the failure to pay annual dues. The Board or Membership Committee may prioritize the waiting list consistent with the intent of the By-Laws.
- g. The Board shall not be required to refund any dues or part thereof in the event that the pool operations are suspended for any period.
- h. Any pool member failing to pay dues or indebtedness within a reasonable time established by the Board of Directors shall be notified that if such indebtedness shall not be paid within fifteen days thereafter, the member's membership shall terminate.
- i. In the event a member owes fees or other charges to the Pool upon cessation of pool membership, the Board of Directors may authorize any officer to act on the behalf of the Corporation and pursue collection through legal or other means.
- j. In any dispute concerning the payment of annual dues, the decision of the Board shall govern, consonant with the provisions of other sections of these By-Laws.

VII. COMMITTEES

There will be five (5) standing committees responsible for continuing activities of the Corporation to the extent of the Corporation's authority. The Board may appoint such additional committees from time to time as it deems appropriate.

a. Swim Team Committee

This Committee shall be responsible for the organization, coaching, and dual meet season of the Drummond Hill Swim Team. It shall consist of interested pool members, and shall be chaired by a member of the Corporation's Board of Directors who shall report the committee's activities to the Board.

b. Pool and Grounds Committee

This Committee shall attend to the improvement and maintenance of the pool, buildings, operation equipment, and grounds. It shall consist of interested pool members, and shall

be chaired by a member of the Corporation's Board of Directors who shall report the committee's activities to the Board.

c. Membership Committee

This committee, in accordance with Article VI, shall organize the membership campaign and monitor the pool attendance. It shall consist of interested pool members, and shall be chaired by a member of the Corporation's Board of Directors who shall report the committee's activities to the Board.

d. Rules Committee

This committee shall prepare rules of health and good conduct in connection with the operation of the pool and recommend policy as to guests. It shall consist of interested pool members, and shall be chaired by a member of the Corporation's Board of Directors who shall report the committee's activities to the Board.

e. Social Committee

This committee shall be responsible for the organization of all parties and social events. It shall consist of interested pool members, and shall be chaired by a member of the Corporation's Board of Directors who shall report the committee's activities to the Board.

VII. LIMITATION OF AUTHORITY

Recognizing that the appearance, condition, and operation of the pool is of vital interest to the residents of the Village of Drummond Hill, the Corporation shall not be authorized to make changes/additions to the pool or conduct activities, which shall affect the surrounding area until such proposed actions have been approved by the membership of the Corporation.

VIII. CONTRIBUTIONS

The Corporation shall accept donations or contributions from the public and shall use them to further its purpose as stated herein above.

IX. DISSOLUTION

In the event of dissolution of the Corporation, upon the effective date of dissolution, the Board shall determine what use shall be made of the assets of the Corporation which are remaining after the payment of all its outstanding debts and other obligations, and the officers of the Corporation shall so distribute its assets. The recipients thereof must, however, be qualified as charities under Section 501(c)(7) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future Internal Revenue Law at the time such distributions are made).

X. AMENDMENTS TO THE BY-LAWS

Amendments to these By-Laws may be proposed by the Board or any member of the Corporation and approved by the majority of the members of the Corporation present at a annual meeting or a special meeting called for that purpose.

XI. FISCAL YEAR

The fiscal year of the Corporation shall end December 31.

XII. INDEMNIFICATION

The Board of Directors and Officers of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred by them or any one of them in connection with the defense of any action, suit, or proceedings to which he or she is made a part by reason of having been a member of the Board of Directors or an Officer of the Corporation, except in relation to matters in which such Officers or members of the Board of Directors may have been adjudged liable for gross negligence or willful misconduct. The right of indemnification provided herein will inure to each Officer or member of the Board of Directors at the time such costs or expense are incurred, and in the event of death to the personal representative of such fiduciary.

XIII. CLAUSE OF TAX EXEMPT STATUS

No part of the earnings of this organization will inure to the benefit of or be distributed to its members, Directors, Officers, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose as set forth in its Certificate of Incorporation.

XIV. CONDUCT AND NOTICE OF MEETINGS

- a. All meetings of the Corporation shall be governed by procedures such as outlined in Robert's Rules of Order.
- b. Notification of membership, Board and committee meetings may be provided by electronic transmission, including facsimile or e-mail, where the member has provided a number or e-mail address for that purpose.