

**BY-LAWS**  
**of the**  
**DAMASCUS RECREATION**  
**ASSOCIATION, INC.**

As Amended  
February 28, 2017

## ARTICLE I

### Name

The name of the Corporation, incorporated under the laws of the State of Maryland, shall be *Damascus Recreation Association, Inc.*

## ARTICLE II

### Object

The purposes for which this corporation is formed are to establish and maintain a club to provide swimming and other recreational facilities for its members, their families and their guests, and to promote the welfare of the Damascus community. In furtherance of these purposes and to the extent necessary, the Corporation shall: a) build or otherwise acquire and maintain such pools, bathhouses, club houses, and other recreational, social and civic facilities and appurtenances thereto as may appear desirable therefore with power and authority to receive by gift, device, purchases or otherwise, monies and properties, real and personal; b) lease, own and hold real estate and personal property; c) encumber, sell and exchange the same; d) do and perform any and all acts not inconsistent with the said business or objects under the laws of the State of Maryland and the United States. The Corporation shall in no way operate for the purpose of affording direct financial profit or gain to its members, and shall in all respects conduct its affairs accordingly.

## ARTICLE III

### Board of Directors

**Section 1. Control** – The business and other affairs of the corporation, shall be managed and controlled by a Board of Directors, hereinafter called the Board.

**Section 2. Board Membership** – The Board shall consist of nine (9) members of the Corporation, elected for three-year terms by plurality vote at the annual Corporation membership meeting. The terms of the Directors shall be staggered so that three (3) of the terms expire each year. Newly elected Directors shall take office immediately upon election. All Directors shall serve without compensation. A director may resign at any time by written notification to the President.

**Section 3. Mid-Term Vacancies** – Any vacancy occurring in the Board midterm shall be filled by majority vote of the remaining members of the Board. The person thus appointed shall serve until his successor, elected at the next annual membership meeting, takes office. The successor shall be elected to fill the remainder of the vacant term.

**Section 4. Active Membership** – Any Director who shall cease to hold active membership in the Corporation shall simultaneously cease to be a Director.

***Damascus Recreation Association By-Laws As Amended February 28, 2017***

***Section 5. Quorum*** - Five Directors shall constitute a quorum for the transaction of business. All business shall be conducted by majority vote of those present, unless specified otherwise herein.

***Section 6. Regular Meetings*** - The Board shall meet each month except, when by majority vote, the Board decides a stated monthly meeting may be eliminated. Regular meetings of the Board shall be held in Montgomery County, Maryland. The specific time and place of the meeting shall be designated by the President, and notices of such meetings shall be given to each director at least five (5) days prior thereto.

***Section 7. Special Meetings*** - Special meetings of the Board may be called at any time by the President, and a special meeting shall be called by the president upon request of three (3) or more directors. Notice of a special meeting, stating the purpose thereof, shall be in the hands of the Directors at least three days prior to the meeting, excluding Sundays and national holidays.

***Section 8. Duties*** - The Board shall transact all Corporate business including, but no limited to, construction of facilities and establishment of rules for use thereof, establishment of the membership fee, approval of applications for membership, selection of depository for Corporation funds, and provision for annual audit of the Corporate books and records.

***Section 9. Pledging Credit*** - The Board may borrow or pledge the credit of the Corporation, but no such loan or pledge of credit shall exceed \$1,000 except as included in the current annual budget or as specifically approved by a majority of the voting members of the Association in attendance at any meeting.

***Section 10. Removal of Officer or Director*** - The Board, by two-thirds of its entire membership, may remove any Officer for due cause, but only after an opportunity to be heard has been given him. Disagreement as to policy or procedure shall not constitute good cause, per se, but otherwise, the determination of due cause shall be made by the Board and the Board's determination shall be final.

Any Director of the Corporation may be removed from office by the affirmative vote of two-thirds of the voting members of the Corporation presented in person or represented by proxy at the annual meeting, or at a special meeting called for the purpose, but only after an opportunity to be heard has been given him.

If a Director fails to attend three consecutive regular meetings of the Board, he shall be considered to have automatically resigned from the Board as of the date of the third meeting, unless the Board receives and approves a written request for excuse by the date of the third meeting.

## ARTICLE IV

### Officers and Bookkeeper

**Section 1. Election of Officers** - The Officers of the Corporation shall be a President, a Vice- President, a Secretary, a Treasurer, and a Membership Chairman. The officers shall be elected annually by the Board from among their number at the first meeting of the Board following the annual meeting of the Corporation and shall hold office until their successors are elected, unless sooner removed.

### **Section 2. Duties of Officers**

#### **(a) The President shall:**

- (i) preside at the meeting of the Corporation and of the Board;
- (ii) appoint, subject to confirmation by the Board, all standing committees, designating the Chairman thereof, and all special committees as may be directed;
- (iii) present a written annual report from the Board to the membership at its annual meeting;
- (iv) have power to sign certificates of membership, to co-sign and execute all contracts and instruments of conveyance in the name of the Corporation, and to appoint and discharge agents and employees; provided, however, that appointment or discharge of the swimming pool manager shall be subject to the approval of the Board.

#### **(b) The Vice-President shall:**

- (i) have and exercise all the powers, authority and duties of the President during his absence or inability to act;
- (ii) act as assistant to the President and perform such other functions as directed to perform by the Board.

#### **(c) The Secretary shall:**

- (i) keep the minutes of the meetings of the Board, the meetings of the Corporation, and any other meetings which the Secretary is designated by the President to attend, in books provided for that purpose;
- (ii) sign with the President, Vice-President, or Treasurer in the name of the Corporation, all contracts and instruments of conveyance and shall affix the seal of the Corporation thereto;
- (iii) perform in general all the duties incident to the office of Secretary subject to the control of the Board;
- (iv) submit such reports to the Board as may be requested by them.

**(d) *The Treasurer shall:***

- (i) perform all acts incident to the position of Treasurer subject to the control of the Board;
- (ii) have the power to co-sign checks and shall insure an annual Budget is prepared for the approval of the Board and Corporation.

**(e) *The Membership Chairman shall:***

- (i) have the power to co-sign checks;
- (ii) have the power to sign certificates of membership;
- (iii) have charge of the books of certificates of membership and such other books and papers as the Board may direct.

***Section 3. Bookkeeper.*** The Bookkeeper shall be appointed by the Board, hold position at its pleasure, and shall receive compensation fixed by the Board. The Bookkeeper shall not be a member of the Board. The Bookkeeper shall:

- (a) receive and have custody of all funds and securities of the Corporation and on behalf of the Corporation;
- (b) deposit same to the credit of the Corporation in such bank or banks as the Board may designate;
- (c) render a statement of cash accounts whenever required by the Board;
- (d) cause to be entered regularly in the books of the Corporation, to be kept for that purpose, a full and accurate account of the Corporation;
- (e) write checks for all bills incurred by the Corporation to be signed by those so designated.

***Section 4. Bonding and Disbursements*** - The President, the Treasurer, the Membership Chairman, and the Bookkeeper shall be bonded at the expense of the Corporation in such amounts and with the bonding company specified by the Board. All disbursements shall be by check signed by the Treasurer for amounts under \$2000 and co-signed by either the President, the Vice-president, or Membership Chairman for any expense in the amounts of \$2000 or more; provided, however, that the Board may, by resolution, provide for the establishment and replenishment of a petty cash fund, not exceeding \$100, for postage and for defraying expenses of the Corporation in amounts of \$25 or less.

## ARTICLE V

### Members

***Section 1. Classes of Members*** - Membership shall include the following classes within a family unit: (a) Senior, (b) Junior, (c) Associate, and (d) Day Care member.

(a) ***Senior Member*** – There shall be at least one and no more than two senior members from each family unit, consisting of a husband, his wife, or both, or other head or heads of the family unit.

***Damascus Recreation Association By-Laws As Amended February 28, 2017***

**(b) *Junior Member*** – Dependent child or other relative or person, under twenty-one (21) years of age, in the family unit of the Senior Member.

**(c) *Associate Member*** – A child or other relative or person twenty-one (21) years of age or over residing in the family unit of the Senior Member, but only if such child, relative or other person shall be approved for associate membership by the Board upon request of the Senior Member. The status of an Associate Member shall continue unless such approval is cancelled by the Board or is granted for a limited period.

**(d) *Day Care Member*** – A Senior Member may purchase a single day care membership per season at a cost to be determined by the Board. Said membership will be used by the Senior Member's day care provider only when accompanying and supervising the Junior Members at the pool.

***Section 2. Definition of Family Unit*** – A family unit is defined as all persons permanently residing at the address of the senior member to whom the membership is entitled and either related by blood or marriage or having co-ownership of residence. Proof of residency may be required, at the discretion of the Board, for any person listed as part of the family unit.

***Section 3. Privileges and Restrictions -***

**(a)** All classes of active members of the Corporation and special membership, and their guests shall be accorded the facilities of the Corporation subject to the rules and regulations which shall be posted conspicuously at all times.

**(b)** The Board shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Corporation.

**(c)** Any property of the Corporation damaged as a result of the fault or misconduct (as determined by the Board) of a member of any class, or his guest, shall be promptly paid for by such member. No person shall remove from the facilities or grounds any article belonging to the Corporation.

**(d)** No alcoholic beverages will be permitted to be served or consumed on the premises, except with prior written approval of the Board of Directors.

***Section 4. Suspension of Member -***

**(a)** Any member of any class may, for cause and after having been given an opportunity for a hearing, upon not less than five (5) days' written notice (which notice shall specify the charges against him), be suspended for a period of not exceeding three (3) months by a majority vote of the members of the Board present at any meeting thereof, and may be expelled by a two-thirds (2/3) vote of the entire membership of the Board. Cause for suspension, or expulsion, shall, in general, consist of willful violation of their By-Laws or of the rules and regulations of the Corporation, or of conduct seriously detrimental to the interests of the Corporation.

(b) The Board may delegate to the Chairman of the Pools and Grounds Committee, or a responsible employee of the Corporation, the power to suspend pool privileges for the violation of Corporation rules and regulations without hearing, provided such suspension period does not exceed seven (7) days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours. A copy of such report shall be furnished to the suspended member, unless such member is a junior member, in which case a copy of the report shall be furnished to a senior member of the family unit. The President or the Chairman of the Pools and Grounds Committee may vacate such suspension.

## **ARTICLE VI**

### **Membership**

**Section 1. Membership Fees** - Each family unit shall pay a membership fee plus a nonrefundable maintenance fund fee to be assessed at the time of joining unless. Cost of a membership, plus annual dues as set forth in Article VIII, Section 2, shall be such fee as the Board may from time to time approve. Memberships may be purchased by other than family unit, for subsequent conveyance to a family unit, subject to all other conditions of this Article relative to approval of admission by the Board, refunds, suspensions, etc.

**Section 2. Application** - Application for membership shall be filed with the Corporation's bookkeeper on forms provided by the Corporation and shall be accompanied by the membership fee and current dues.

**Section 3. Waiting List** - If the membership is closed, a waiting list will be maintained by the Membership Chairman. As openings become available, the Membership Chairman will offer membership in accordance with Article VI, Section 5 (Priority) hereof and the prospective senior member shall promptly pay the membership fee and current dues as fixed by the Board.

**Section 4. Admission** - Each new senior member shall be advised in writing of his membership and a copy of the by-laws shall be provided electronically or a hard copy can be requested through the Bookkeeper or Secretary. The new senior member agrees in writing to accept the rights, privileges, duties, and obligations as set forth in the Corporation's By-Laws and it's rules and regulations. It is the responsibility of the member to review the by-laws electronically or request a hard copy through the Bookkeeper or Secretary.

### **Section 5. Priority**

(a) Subject to the provisions governing acceptance of members, the following priority of membership shall apply: First Priority - Purchaser of an original member's house, if application for membership is made within thirty (30) days after settlement; Second Priority - Other persons in the order in which their names appear on the waiting list. An applicant in this category shall be allowed two (2) weeks in which to accept written offer of membership. If membership is not accepted, his name will be placed at the bottom of the appropriate list, or removed from the list if he so requests.

(b) All names shall be entered on the waiting list by the Membership Chairman in the order in which requests for membership were received by the Board.

**Section 6. Number of Family Units.** The maximum number of family units having active members in the Corporation shall be six hundred and fifty (650). The Board may set the maximum number at a lower number for purposes of comfort and security but may not exceed the maximum number of memberships set at six hundred and fifty (650).

**Section 7. One-time Transfer of Membership**

(a) A senior member, or other as stated in part (c), (d) and (e) of this section, has the right to authorize the Corporation to a one-time transfer of their membership. The senior member shall identify the recipient to whom the membership is to be transferred and shall complete a transfer application as set forth by the Board. A new certificate bearing the same number shall be issued to the new membership owner, provided the following conditions are met:

- (i) the membership shall not have been previously transferred in accordance with part (b) of this section;
- (ii) the senior member desiring to transfer must be in good standing with the Corporation;
- (iii) the new membership owner shall in writing, accept the rights, privileges, duties, and obligations as set forth in the Corporation's By-Laws and its rules and regulations;
- (iv) the new membership owner shall pay a one-time non-refundable maintenance fee, annual dues and any special assessments as set forth by the Board;
- (v) upon completion of the transfer, the original member forfeits their membership fee refund and all rights and privileges of the Corporation as stated in Article V and VI hereof;
- (vi) the membership fee shall be waived on this transfer and shall be transferred to the new membership owner;
- (vii) the new membership owner shall be entitled to a membership fee refund in accordance with Article VI, Section 8 hereof;
- (viii) the transfer is subject to approval by the Board.

(b) A transferred membership shall not be transferred again until after that membership has been sold in accordance with Article VI, Section 8 hereof.

(c) In the event of the death of the senior member, a membership may be transferred to an adult associate family member thereunder, upon application to the Board in accordance with part (a) of this section.

(d) In the event of the death of the senior member, if there are no surviving adult associate family members thereunder, a membership may be transferred to a surviving adult son or daughter of the deceased senior member upon application to the Board in accordance with part (a) of this section.



- (e) Members who terminated their membership in good standing and are waitlisted for a membership fee refund are eligible to transfer their membership certificate as stated in this section.

***Section 8. Refund of Membership Fees -***

(a) Membership in the Corporation is redeemable only by the Corporation. Members on record as of December 31, 1993, will, upon selling the membership, receive a refund of the membership fee that was in effect as of that date, less the nonrefundable maintenance fund fee and any unpaid assessment that may have been levied by the Corporation. Effective January 1, 1994, the Corporation will refund the membership fee paid at the time membership was purchased, not to exceed the membership fee in effect at the time of the request to sell the membership, less the nonrefundable maintenance fund fee and any unpaid assessment that may have been levied by the Corporation. Membership fee refunds will not be made unless resale of the membership has been completed.

(b) A senior member may withdraw at any time, subject to (a) above. A withdrawing senior member is liable for current year annual dues assessment unless written notice of withdrawal is received by the Corporation prior to the due date (May 15) for payment of annual dues (See Article VIII, Section 2). Requests for withdrawal from membership and membership fee refund must be submitted in writing or email to the Board and shall be acted upon in the order or priority of mailing as shown by electronic or USPS postmark.

(c) A member who leaves the area for a period of one year or more may, at his option, retain his membership in an inactive status without being liable for annual dues, subject to approval by the Board.

(d) When any senior member is expelled under Article V, Section 4(a), all memberships in the family unit automatically terminate and the membership fee will be refunded in accordance with Section 8(a) hereof.

**ARTICLE VII**

**Committees**

***Section 1. Standing Committees*** - The President shall appoint, subject to confirmation by the Board, the following standing Committees, with duties as stated. The members of these Committees shall be members of the Corporation unless otherwise specified and shall normally serve until their successors are appointed. A member of the Board must serve as Chairman of each Standing Committee.

***Damascus Recreation Association By-Laws As Amended February 28, 2017***

**(b) *Legal Committee*** - Shall pass on all legal matters with which the Corporation is concerned, including the preparation and/or review of all recommendations to the Board. The Board may, at its discretion, fix equitable rates of compensation for the legal services of any non-members.

**(c) *Finance Committee*** – Prepare the annual budget for submission to and approval by the Board, and make recommendations with reference to financial matters of the Corporation. The Treasurer shall be a member, but not necessarily Chairman, of this Committee.

**(d) *Public Relations Committee*** - Prepare and submit to the Board the program of instructions and entertainment and exercise supervision over the same. It shall attend to the publication of affairs of the Corporation which are of general interest.

**(e) *Swim Team Committee*** – shall consist of the Swim Team’s Board of Directors. One director of the Swim Team’s Board shall act as the committee’s chairman and shall hold Board membership of the Corporation in accordance with this Article, Section I. The committee shall: (i) exercise supervision and management of activities of the DRA Swim Team; (ii) establish and collect appropriate assessments and fees for participation in DRA Swim Team activities; (iii) develop a budget for activities of the Swim Team; (iv) establish and maintain an account with an appropriate financial institution for the purpose of collecting assessments and fees, and paying expenses, of the Swim Team; (v) provide written reporting to the Board on the income and expenses of the Swim Team; (vi) develop and distribute to all participating Members a set of written policies and procedures required to be followed in connection with participation in Swim Team activities; (vii) hire and supervise coaching staff as deemed necessary and proper by the Committee; (viii) conduct such fundraising activities on behalf of the DRA Swim Team as deemed necessary by the Committee to fund Team activities; and (ix) take such other and further steps deemed reasonable and necessary by the Committee to advance the activities and goals of the DRA Swim Team.

***Section 2. Additional Committees*** - The Board may provide for such additional committees as it deems necessary and, consistent with these By-Laws, may assign duties to all Committees.

**ARTICLE VIII**

**Fiscal Affairs**

***Section 1. Annual Budget-***

**(a)** The Corporation’s fiscal year is November 1 to October 31.

***Damascus Recreation Association By-Laws As Amended February 28, 2017***

(b) An annual budget, setting forth anticipated revenue and proposed expenditures for the following year, shall be prepared by the Finance Committee and presented to the Board not later than the last day in October, each year, for approval at the Board's November meeting. The annual budget shall be subdivided into an Operational Cost Section and a Capital Improvement Cost Section.

(c) The annual budget, as approved by the Board, shall be provided electronically to the membership not later than November 15 of each year. Members may request a hard copy of the annual budget through the Bookkeeper or the Secretary. Comments by members regarding the budget shall be received by the Board no later than November 25. The budget, as approved by the Board, together with comments received from members and any discussion thereof, shall be submitted to the membership for adoption at the annual corporation meeting.

(d) The Board shall submit a written report to the membership at its annual meeting, which shall include a balance sheet and operating statement for the year, based on an audit independent of the Treasurer as directed by the Board.

***Section 2. Annual Dues*** - Annual dues including late payment charges shall be fixed by the Board based on the annual budget adopted in accordance with Article VIII, Section 1(c), and shall be payable by May 15 of each year.

All members must pay the senior membership annual dues. A credit will be granted to the member family units with a single head of household (to include single, widowed, divorced or legally separated individuals).

***Section 3. Refunds of Dues*** - There shall be no refunds unless specifically approved by the Board.

***Section 4. Delinquency*** - In case a member does not pay annual dues or other indebtedness by the due date, he is delinquent and is automatically suspended from the exercise of membership privileges. If required payment is not made within fifteen (15) days following the original due date for payment, the Treasurer shall notify the member by certified mail that if payment is not received within thirty (30) days, his membership will be automatically terminated. Upon termination of membership for non-payment of dues or indebtedness, the member shall be entitled to a refund of the membership fee as provided in Article VI, Section 8 hereof less a penalty fee fixed by the Board.

***Section 5. Liability of Members*** - Senior members shall be responsible for the payment of all charges or liabilities including assessments that may be levied by the Board or that may be imposed upon or incurred by members of their family to whom the privilege of the Corporation shall be extended, and for all charges and liabilities incurred by guests introduced by them.

***Section 6. Indebtedness of Members*** - Upon cessation of membership for any cause, all indebtedness owing to the Corporation by a senior member shall be charged against the refund of his membership fee.

## ARTICLE IX

### Meetings of the Membership

#### ***Section 1. Annual Meeting-***

(a) The Annual Meeting of the membership shall be held before January 31 as determined by the Board for the purpose of electing Directors, receiving the written annual reports of the President and the Treasurer, adopting the budget for the current year, and transacting such other business as may properly come before the meeting.

(b) The notice of the meeting shall be mailed or otherwise distributed to the senior members along with a copy of the Annual Budget as required by Article VIII, Section 1(c) and shall contain a list of all topics to be presented to the membership for consideration. The notice shall also include the names of candidates nominated by the Nominating Committee for election as Directors.

(c) Members who wish to have topics presented to the meeting shall notify the Secretary in writing no later than November 25.

***Section 2. Special Meetings*** - Special meetings of the membership may be called by the Board. Also, upon written request of not less than 10% of the senior members to the Secretary stating the purpose thereof, a special meeting shall be called by the President within thirty (30) days. Two weeks' notice of the meeting and its purpose shall be given to the senior members. No other business shall be transacted.

***Section 3. Voting*** - Only senior members shall be entitled to vote at membership meetings, and each senior member shall have one full vote.

***Section 4. Quorum*** - Personal attendance (to include proxy voting as defined by Section 6 below) by senior members representing five percent (5%) of the Association's active membership shares shall constitute a quorum for the transaction of business at a meeting of the Corporation. If less than a quorum is in attendance for any meeting which shall have been called, such meeting may, after the lapse of at least one-half hour, be adjourned to a subsequent date by a majority of the senior members present. If such meeting is adjourned, a notice shall be sent to the membership, at least 15 days in advance of the meeting, such notice containing (a) a statement of the purpose of the meeting, (b) a statement that the previous meeting adjourned for lack of a quorum, and (c) a statement that the number of senior members present at such second meeting shall, by definition, constitute a quorum.

***Section 5. Notices*** - Whenever in these By-Laws notice to members is required, the mailing of such notice to the address shown on the records of the Corporation for the members shall constitute such notice.

**Section 6. Proxy Voting** – The By-Laws may authorize a voting member (as defined above) to vote in person or by proxy. The following provisions apply to voting by proxy:

(a) Voting members, or Senior Members, may appoint a proxy to vote or otherwise act for the member by signing an appointment form thus directing another voting member to register their votes by proxy. This appointment form must be submitted to the Board prior to any vote or quorum call. The voting members delegating their proxy vote shall be considered in reaching a membership quorum for a vote or for continuation of any meeting requiring a quorum call.

(b) An appointment of a proxy is effective when received by the Board. An appointment is valid for 30 calendar day.

(c) An appointment of a proxy is revocable by the originating member. Revocation must be confirmed with the Board prior to any vote or quorum call.

(d) Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as of the member making the appointment.

## **ARTICLE X**

### **Election of Board of Directors**

#### ***Section 1. Nominating Committee-***

(a) There shall be a Nominating Committee appointed by the President, composed of five members of the Corporation, not more than two of whom may be members of the Board.

(b) The Nominating Committee shall nominate two candidates, who have indicated a willingness to serve, for each vacancy on the Board. The Nominating Committee shall report such nominations to the Secretary on or before the annual membership meeting of each year.

(c) Nominations may also be made from the floor providing each nomination is supported by a second, and provided further that the nominee has expressed a willingness to serve, either at the meeting or by a statement in writing.

(d) The list of candidates, as submitted by the Nominating Committee and as augmented by nominations from the floor, shall be included in one ballot.

***Section 2. Voting*** - Each senior member may vote for as many candidates as there are vacancies. If a member votes for more candidates than there are vacancies, the ballot shall be considered defective and discarded. Voting shall be by secret ballot.

***Section 3. Filling Vacancies*** - Vacancies for three-year terms shall be filled by the candidates receiving the highest number of votes; vacancies for the two-year or one-year terms shall be filled by the candidates receiving the next highest number of votes.

## ARTICLE XI

### Amendments of the By-Laws

**Section 1. Proposals** - Proposals for amendment of these By-Laws may originate with the Board, or may be sponsored by at least ten (10) senior members and be submitted in writing to the Secretary, who shall then present such proposals at the next meeting of the Board. The proposals, together with the recommendations of the Board, or as amended by the Board, shall then be placed upon the agenda of the next regular meeting or special meeting of the membership, provided that such proposal is submitted to the Board no later than October 30 in advance of the Annual Corporate Meeting; unless the proposed amendment is intended as an agenda item for a special meeting as provided in Article IX, Section 2. Approved by two-thirds of the senior members in attendance (subject to the quorum provisions of Article IX, Section 4), shall be required in order to adopt any proposal.

**Section 2. Limitation on Methods** - The By-Laws shall not be amended in any other manner.

## ARTICLE XII

### Miscellaneous

**Section 1. Indemnification** -

(a) 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 him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a Director or Officer of the Corporation, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties.

(b) The right of indemnification provided herein shall inure to each Director and Officer referred to in (a) above, whether or not he is such Director or Officer at the time such costs or expenses are imposed or incurred, and in the event of his death, shall extend to his legal representative.

**Section 2. Interpretation** - Any question as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board.

**Section 3. Age of Members** - Wherever mention is made herein to age of a member, it shall be the age attained as of his last birthday.

**Section 4. Extending Privileges** - Upon written request, the Board may extend the use of the Corporation facilities to organizations or groups on terms and conditions approved by the Board. The Board shall require an agreement from the members or officials of any

***Damascus Recreation Association By-Laws As Amended February 28, 2017***

such group indemnifying the Corporation, its officers and agents against any claim for any injury or damage to such members or their property.

***Section 5. Execution of Corporate Papers*** - All written obligations of the Corporation other than checks shall be executed by the President, Vice-President, or other person authorized by the Board, and the Secretary or Membership Chairman, and shall be solemnized by the affixation of the Corporate Seal and not otherwise.

***Section 6. Authority to Execute Papers*** - No obligation on the part of the Corporation shall be entered into by any officer or committee without the approval of the Board except as to matters involving less than one hundred dollars (\$100).

***Section 7. Corporate Books and Records*** - Corporate books and records shall be open to inspection by members and such inspection shall take place at the customary place of keeping of said books and records.

***Section 8. Dividends and Refunds*** - There shall be no dividends to members of the Corporation. There shall be no refunds to members except as otherwise provided in these By-Laws.

***Section 9. Rules of Procedure*** - Unless otherwise provided for by law, the certificate of incorporation, or by these By-Laws, rules of procedure governing meetings of members of the Corporation or of the Board shall be those of Robert's Rules of Order, as revised from time to time.

***Section 10. Singular Includes Plural, etc.*** - Wherever in these By-Laws reference is made to the singular or the masculine gender, such reference shall apply to the plural and female gender with equal force wherever the context requires the same.

***Section 11. Sale of Land*** - The Corporation shall not dispose of any real property except in accordance with such approval as may be granted by a two-thirds majority of the members present and voting on such disposition at a regular or special meeting of the members.

***Section 12. Validity of By-Laws*** - All or any part of the By-Laws set forth herein shall be deemed invalid if contrary to the laws of the State of Maryland or of the United States Government. The invalidity of any part of these By-Laws shall not render any other portions of the By-Laws invalid.

***Section 13. Corporate Seal*** - The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal" and "Maryland." The Corporate Seal shall be kept by the Membership Chairman.

**ARTICLE XIII**

**Use of Facilities by Member Sponsored Groups**

**Section 1. Purpose** - Use of facilities by member sponsored groups shall promote the welfare of the Damascus community and/or provide additional sources of revenue for the upkeep of the facilities.

**Section 2. Privileges and Restrictions-**

(a) Upon written request, the Board may extend the use of the Corporation facilities to organizations or groups on terms and conditions approved by the Board. The Board shall require at a minimum the following:

- i. An agreement from the members of any such group indemnifying the Corporation, its officers and agents against any claim for any injury or damage to such members of the group or their property.
- ii. An agreement from the members of any such group that the group will comply and abide by the Operating Rules for Pool and Groups.
- iii. At a minimum, the group will reimburse the Corporation for any incremental costs associated with the group's use of the facilities. The Board shall set the fee for the use of the facilities.
- iv. An agreement from the members of any such group that the group will promptly pay for any property of the Corporation damaged as a result of the fault or misconduct of (as determined by the Board) of any members of such group.