

BY-LAWS OF DALEVIEW, INC.

ARTICLE I

Name

The name of the Corporation, incorporated under the laws of the State of Maryland, shall be Daleview, Inc.

ARTICLE II

Object

The purpose for which this Corporation is formed is to maintain a club for the purpose of providing swimming and other recreational facilities for its members and their families and guests and promoting the welfare of the communities in the area in which the facilities of the Corporation may be situated and not for the purpose of financial profit or gain; and, in furtherance of these purposes to 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 therefor with full power and authority to receive by gift, devise, purchase or otherwise, monies and properties, real and personal; and to lease, own and hold real estate and personal property; and to encumber, sell and exchange the same; and to invest and reinvest the funds of the Corporation; and to 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 and the ordinances of Montgomery County.

ARTICLE III

Board of Directors

Section 1. Control. The management of the Corporation shall be under the control of its Board of Directors.

Section 2. Members. The Board of Directors shall consist of eleven corporate members of the Corporation. Directors shall be elected by plurality vote for two-year terms in such a way that six members are elected in one year, five the next year, etc.. Elections must be conducted in September or October of each year at a meeting of the membership or by mail ballot as provided for in Article IX. The newly elected Directors shall take office immediately upon election. All Directors shall serve without compensation, except the Treasurer. The Treasurer shall be exempt from paying annual dues and assessments.

Section 3. Vacancy. Any vacancy occurring in the Board shall be filled by majority vote of the remaining members of the Board at the next regular meeting, provided due notice of such vacancy has been given to the Board. The person appointed shall serve until his

successor, elected at the next annual membership election, 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 cease to be a Director.

Section 5. Quorum. Seven 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 Board Meetings. Regular meetings of the Board shall be held once each month. The 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, or by not less than four (4) Directors. Notice of such special meetings, stating the purpose thereof, shall be given all Directors.

Section 8. Duties. The Board of Directors shall transact all Corporate business, including, but not limited to, construction of facilities and establishment of rules for the use thereof; establish the membership fee, approve applications of membership, approve the depository for Corporate funds; and provide for review of the Corporate books and records by an Accountant whenever there is a change in the office of treasurer, or every two (2) years, whichever is earlier.

Section 9. Pledging Credit. The Board of Directors may not borrow or pledge the credit of the Corporation in excess of \$5,000.00 without specific approval of the majority of the members voting at any meeting for which due notice has been given. This section shall not apply with respect to any item or items in the current annual budget as provided in Article VII.

Section 10. Removal of Member. Removal of a member of the Board of Directors with or without cause may be made by vote of nine (9) members of the Board at any meeting provided due notice has been given, or by two-thirds (2/3) of the corporate members voting at any membership meeting, provided due notice has been given.

Section 11. Absences. Any member of the Board of Directors who accrues five (5) absences from the regular meetings of the Board (as outlined in Section 6 above) in any fiscal year, shall automatically forfeit his membership on the Board. The President, or presiding officer, shall formally declare the vacancy and said vacancy shall be filled as prescribed in Section 3 above.

ARTICLE IV

Officers

Section 1. Election. Except as provided in ;§ 3(a) below, the officers of this Corporation shall be President, Vice-President, a Secretary, a Treasurer, and, if deemed necessary by the Board of Directors an Assistant Secretary and an Assistant Treasurer. The President, Vice-President, Secretary and Treasurer shall be elected annually by the Board of Directors at the first meeting of the Board following the election and shall hold office until their successors are elected, unless sooner removed. The Assistant Secretary and the Assistant Treasurer may be appointed by the Board of Directors and hold office at its pleasure. All officers must be members of the Corporation, but only the President, vice-President and Treasurer need be members of the Board of Directors. An officer may be removed from office by a vote of seven (7) members of the Board at any meeting provided due notice has been given.

Section 2. Duties of the President. The: President shall preside at the meetings of the Corporation and of the Board of Directors. The President shall appoint, subject to confirmation by the Board of Directors, all standing committees, designating the Chairperson thereof, and all special committees as may be directed. The President shall be, ex-officio, a member of all committees, and shall be entitled to a vote. The President shall present a written annual report from the Board of Directors to the membership at the time of the annual election.

Section 3. Duties of Vice-President. The Vice-President shall have and exercise all the powers, authority and duties of the President during the President's absence or inability to act. The Vice-President shall also act as assistant to the President and perform such other functions as directed to perform by the Board.

Section 3(a). Co-Presidents. If the Board of Directors deems it necessary or advisable, it may elect Co-Presidents in lieu of a President and a VicePresident. If Co-Presidents are elected, they will share the duties of the President and Vice-President, as outlined in Sections 2 and 3 above.

Section 4. Duties of the Secretary. The secretary shall keep the minutes of the Board of Directors, of the membership, and any other meetings which the Secretary is designated by the President to attend, in books provided for the purpose; the Secretary shall have charge of books and papers as the Board of Directors may direct; and the Secretary shall perform in general all the duties incident to the office of Secretary, subject to the control of the Board of Directors. The Secretary shall submit such reports to the Board as may be requested by it.

Section 5. Duties of Treasurer. The Treasurer shall receive and have custody of all funds and securities of the Corporation; when necessary or proper the Treasurer shall endorse on behalf of the Corporation for collection all negotiable instruments and shall deposit the same to the credit of the Corporation in such bank or banks as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a

statement of cash accounts; the Treasurer shall 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. The Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors. The Treasurer shall present a written annual report to the membership at the times of the annual election. The report shall consist of a balance sheet and operating statement for the last year.

Section 6. Duties of the Assistant Secretary and Assistant Treasurer. The Assistant Secretary and Assistant Treasurer shall have such powers and shall perform such duties as the Secretary and Treasurer, respectively, may designate, subject to approval by the Board of Directors.

Section 7. Bonding. The President, Vice President, Treasurer and Assistant Treasurer shall be bonded at the expense of the Corporation and in such amount and with the bonding company as specified by the Board of Directors. All checks shall be signed by the President, Vice-President or the Treasurer; no countersignature shall be required.

Section 8. 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 in connection with the defense of any action, suit or proceeding in which such Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation, except in relation to matters as to which said director or officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of appropriate duties.

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

Section 9. 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 of Directors, and Secretary or Assistant Secretary and shall be solemnized by the affixation of the Corporate seal and not otherwise.

Section 10. Authority to Execute Papers. No obligation on the part of the Corporation shall be entered upon without first having obtained the approval of the Board of Directors, except as to matters involving less than One Thousand Five Hundred Dollars (\$1,500.00).

Section 11. Transfer of Documents Property, etc. Upon relinquishing responsibility as a member of the Board of Directors, as an officer, or member of any committee, said member shall turn over to the Board or any designated successor, all documents and property of the Corporation in the possession of said member.

ARTICLE V

Members

Section 1. Application. Application for membership shall be filed with the Membership Chairperson on forms provided by the Corporation and shall be accompanied by the membership fee and initiation fee, current dues and assessments and tax, if any, in full or in part under terms approved by the Board of Directors. Membership is conferred by approval of the application by the Board of Directors. In case the application is not approved all funds shall be promptly returned in full to the applicant.

Section 2. Admission. The Board of Directors shall vote upon the admission to the Corporation of each applicant as presented by the Membership Committee with or without recommendation, and shall confer membership only upon those applicants who shall be approved by two-thirds (2/3) of the members of the Board present.

Section 3. Classes of Members. Membership in the Corporation shall consist of the following classes of members within each household: (a) Corporate members, (b) Other Household members, and (c) Associate members.

(a) Corporate members: One or two adult members of the household as designated on the annual membership card. No household shall have more than two (2) Corporate members. The membership is held in the name(s) of the Corporate member(s). The term "member" when used in these by-laws shall refer to Corporate members, unless otherwise specified. "No interpretation of this section shall deny Corporate members individual votes on Corporation business involving Corporate members."

(b) Other household members: all other persons who are permanent (year round) residents of the household. This may include children, relatives and/or housemates. Such individuals have no vote in Corporation business.

(c) Associate members: any other (less than year round) resident of the household. Non-residents are not eligible for this class, unless specifically authorized by the Board of Directors each summer. All associate members must be approved by the Board of Directors each season.

Section 4. Fees.

(a) Each household unit shall pay a membership fee as set by the Board of Directors. In addition, an initiation fee may be levied at the discretion of the Board.

(b) To retain active membership, the prescribed dues and assessments as discussed in Article VII, must be paid annually.

(c) To retain membership as an inactive member, approval of the Board of

Directors is required. Payment of the annual assessment is requisite.

Section 5. Resignation and "Active Membership." A member who has tendered formal resignation in writing and failed to pay the current membership dues (as discussed in Article VII) shall no longer be considered an active member. Such members are still eligible to vote at membership meetings and by special mail ballot and are liable to annual assessments until replaced.

Section 6. Priorities.

(a) Subject to the provisions governing acceptance of members, the following priorities of membership shall apply: First Priority -- Purchaser of a member's house, if application for membership is made within thirty (30) days after settlement; Second Priority -- Household units within one half mile of pool site, in the order in which their names appear on the Number One Waiting List; Third Priority -- Other persons, in the order in which their names appear on the Number Two Waiting List.

(b) All names shall be entered on the respective waiting lists by the Membership Chairperson in the order in which requests for membership are received.

Section 7. Number of Membership Units.

(a) The maximum number of household units having active members in the Corporation shall be three hundred twenty-five (325).

(b) The Board of Directors, at its discretion, shall be authorized to accept "Annual Guests" and thus to extend use of the Corporation's facilities to such guests for one season. The number of such "Annual Guest" units shall be set by the Board of Directors, not to cause the number of memberships (Regular and "Annual Guest") actively using the pool to exceed three hundred fifty-one (351). The fee for such "Annual Guest" privilege shall be set by the Board of Directors, provided that at no time shall such fee be less than the maximum annual dues set for the active regular membership of the Corporation. This provision shall not be automatically renewable, and shall not grant voting rights in any business of the Corporation, nor permit such individuals to have guests, except upon payment of an additional guest fee prescribed by the Board of Directors.

Section 8. Acceptance of Membership. A prospective member shall be allowed two (2) weeks in which to accept written offer of membership. If membership is not accepted, the name will be placed at the bottom of the appropriate list, if requested.

Section 9. Suspension of Members.

(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 the member), be suspended for a period of time not exceeding three months by a two-thirds (2/3) vote of the members of the Board of

Directors 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 violations of these By-Laws or of the rules and regulations of the Corporation, or of conduct detrimental to the interests of the Corporation.

(b) The Board of Directors may delegate to the President, or any designated member and the Manager or Assistant Manager of the Corporation, the power to suspend pool privileges for the violation of the Corporation rules and regulations without hearing, provided such suspension does not exceed seven (7) days. Any of the above persons so authorized may exercise such authority. A written report of such suspension containing reasons therefore, shall be submitted to the President within twenty-four (24) hours, or, if the suspension was ordered by the President, shall be prepared by the President within such period. A copy of such report shall be furnished to the suspended member, unless such member is a minor, in which case a copy of the report shall be furnished to the Corporate member of the household. The President may vacate such suspension.

Section 10. Privileges.

(a) All classes of active members of the Corporation shall be accorded the facilities of the Corporation subject to the pool rules and regulations which shall be posted conspicuously at all times in the locker rooms of the pool clubhouse.

(b) The Board of Directors 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 Directors) of a member of any class, or a guest, shall be promptly paid for by such member. Corporate members are responsible for damage or loss caused by members of their household unit. No person shall take any article belonging to the Corporation.

(d) The Corporation assumes no responsibility, and members (of any class) or their guests can have no claim against the Corporation for the property of members of any class, or of any guest, which may be brought into or left in the Corporation building(s) or on the grounds.

Section 11. Refunds of Membership fees.

(a) Membership in the Corporation is not transferable, except as approved by the Board. Parent to child transfers require Board approval. Membership is redeemable only by the Corporation. The Corporation will refund membership fees to the extent of 80% of the current market value provided refunds may not be made until resale of the membership has been accomplished. (Current market value as herein used refers to current membership fee). Notwithstanding the foregoing, a member who has paid the membership fees in full prior to February 1, 1976 shall be entitled to a refund, upon replacement by a new member, of \$200 or 80% of the current market value, whichever is

greater. There shall be deducted from all refunds, any unpaid charges or fees assessed or imposed as provided in these by-laws.

(b) No part of any initiation fee (as outlined in Section 4 above) that may be levied upon new members by the Board of Directors shall be refunded upon transfer or termination of membership in the Corporation.

(c) Any member may withdraw at any time, subject to provisions of this Article. Requests for withdrawal from membership and refund must be submitted to the Treasurer or the membership Chairman in writing and shall be acted upon in the order or priority of mailing as shown in the postmark.

(d) A member who leaves the area may, at his option, retain membership, subject to provisions outlined in Article V, Section 4(c).

(e) When any Corporate member is expelled under Article V, Section 9(a), all other members in the household unit will become terminated and the membership fee will be refunded in accordance with Section 11(a) hereof, less fifty dollars (\$50.00). If there is a list for resigned and expelled awaiting replacement, any refunds owed will not be paid until such replacement by a new member takes place.

ARTICLE VI

Committees

Section 1. Standing Committees. The Board of Directors shall have the following standing committees with duties as stated. The members of these Committees shall serve until their successors are appointed.

(a) Membership Committee - The Membership Committee, in accordance with Article V, shall investigate and report to the Board of Directors upon the desirability of applicants for membership. The Committee shall report all applications, with or without recommendation to the Board. The membership committee shall maintain the two designated waiting lists with names entered in chronological order and shall notify prospective members of vacancies as they occur. The membership committee shall also keep a list of resigned members and an accurate listing of current members of the Corporation, changes to which shall be furnished to the Secretary for entry into the minutes at each regular meeting of the Board of Directors.

(b) Pools and Grounds Committee. To the extent authorized by the Board of Directors, the Pools and Grounds Committee shall exercise supervision of the Pools and recreational areas, operating equipment and grounds, shall prepare and recommend for approval by the Board of Directors all rules, consistent with provisions of the Montgomery County Code and of the Department of Health, for the operation of the pools and recreational facilities.

(c) Swim Team Committee - Plan, organize and coordinate a competitive swim program and related activities and insure that the Corporation and its membership are presented in any League of which the Team is part.

(d) Finance Committee - Prepare the annual budget for submission to and approval by the Board of Directors, and make recommendations with reference to financial matters of the Corporation.

(e) Activities Committee,- Prepare and submit to the Board of Directors the program of instruction and entertainment and exercise supervision for the same. It shall attend to the publication of affairs of the Corporation which are of general interest.

Section 2. Additional Committees. The President with the consent of the Board of Directors may provide for such additional committees as he deems necessary and, consistent with these By-Laws, may assign duties to all Committees.

ARTICLE VII

Fiscal Affairs

Section 1. Annual Budget.

(a) An annual budget setting forth anticipated revenue and proposed expenditures for the fiscal year shall be prepared by the Finance Committee and presented to the Board of Directors for approval, not later than the 31st day of December each year.

(b) The annual budget, as approved by the Board of Directors, shall be mailed to the membership no less than seven (7) days prior to the date of the membership meeting described below. The budget as approved by the Board of Directors shall be submitted to the membership for adoption at a meeting to be held during the month of January on a date to be fixed by the Board of Directors.

Section 2. Annual Dues and Assessments.

(a) The annual dues and assessments shall be fixed by the Board of Directors and presented as part of the annual budget submitted to the membership for approval in accordance with Section 1 above. Persons who have resigned their membership are still liable for annual assessments until they are replaced.

(b) The annual dues and assessments schedule adopted by the membership will be payable on the date established by the Board of Directors, but not earlier than the 1st. of April.

Section 3. Special Assessments. The special assessments, if any, shall be payable at such times as specified by the Board of Directors.

Section 4. Refunds. There shall be no refunds reduction of forgiveness of annual dues or special assessments unless specifically approved by the Board of Directors.

Section 5. Delinquency. If the annual dues or other indebtedness are not paid on the due date, all members of the household unit shall be deemed delinquent and suspended from the exercise of all membership privileges. Promptly after the due date the Board shall notify the Corporate members of their delinquency and suspension. On May 15th final notice shall be sent by registered or certified mail and shall advise the members that if payment of dues or other indebtedness, together with the delinquency charge provided for, is not received by May 22nd, the membership may be terminated by a vote of the Board of Directors. Such delinquency and suspension may be removed by the payment of such dues or other indebtedness, together with: (a) Twenty-five dollars (\$25.00) from the due date through May 15th, or (b)- Fifty dollars (\$50.00) after May 15th. Upon termination of membership under this section, the Corporate members shall be entitled to refund of their membership fee as provided in Article V, Section 11, except for any indebtedness to the Corporation, including any delinquency charge assessed pursuant to this section.

Section 6. Liabilities of Members. Corporate members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their household to whom the privilege of the Corporation shall be extended, and for all charges and liabilities incurred by guests introduced by the Corporate members or by members of their household.

Section 7. Indebtedness of Members. Upon cessation of membership for any cause, all indebtedness other than delinquent dues owing to the Corporation by a Corporate member shall be charged against the refund of the membership fee.

ARTICLE VIII

Meetings of the Membership

Section 1. Annual Meeting.

(a) The Annual Meeting of the membership shall be held during the month of October of each year on a date to be fixed by the Board of Directors for the purpose of electing Directors, receiving the written annual reports of the President and the Treasurer, and transacting such other business as may properly come before the meeting.

(b) The notices of the meeting shall be mailed or otherwise distributed to the Corporate members at least 10 days prior to the meeting date and shall contain a list of all topics to be presented to the membership for consideration. The notice shall also include the names and brief biographies of candidates for election as Directors nominated by the Nominating Committee.

(c) The Annual Meeting may be dispensed with provided that the following conditions be met: (1) The Board of Directors vote to conduct the election of directors by

mail, (2) A General Membership meeting be held at which the slate of candidates is presented by the nominating committee and that the membership be given an opportunity to nominate additional candidates (a second being required). Such meeting shall be held as close to the end of the swim season as feasible and that the announcement of such meeting shall be at least ten (10) days prior to the date of such meeting, (3) The Treasurer shall offer a preliminary report as to the financial position of the Corporation at such General Meeting. Should the Annual Meeting be dispensed with, a written report from the President and a Year End Treasurer's report accompany the publication of the election results during the month of October.

Section 2. Budget Meeting. An annual budget meeting shall be held as outlined in Article VII of these By-Laws.

Section 3. Special Meetings. Special meetings of the membership may be called by the Board of Directors. Also, upon written request of not less than 25% of the Corporate members to the Secretary stating the purpose therefore, a special meeting shall be called by the President within thirty (30) days, notice of the meeting and its purpose shall be given to the active members. No other business shall be transacted.

Section 4. Voting. Only Corporate members shall be entitled to vote at membership meetings. Each household is entitled to two votes.

Section 5. Voting by Proxy. Members may vote in person or by proxy. If voting by proxy, it must be on a form provided by the Corporation, and must be notarized not more than thirty (30) days prior to the meeting.

Section 6. Five percent (5%) of the active households represented in person, shall constitute a quorum for the transaction of business at a meeting of the Corporation. If the meeting cannot start on the scheduled time because of a lack of such quorum, than upon the expiration of thirty minutes, three percent (3%) of the active households represented in person, shall constitute a quorum. If less than a quorum is in attendance for any meeting which shall have been called, such meeting will after the lapse of at least one-half hour, be adjourned to a subsequent date. If such meeting is adjourned, a notice in accordance with Section 2 of this Article shall be sent to the membership, such notice containing (1) a statement of the purpose of the meeting, (2) a statement that the previous meeting adjourned for lack of a quorum.

Section 7. Notices. Wherever 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 Corporate members shall constitute such notice.

ARTICLE IX

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 of Directors.

(b) The Nominating Committee shall nominate active members as candidates for the vacancies on the Board of Directors. The slate shall consist of at least two candidates in excess of the number of vacancies. The Nominating Committee shall report such nominations to the Secretary on or before September 1st., in keeping with the charge to the committee.

(c) If the election is held at the Annual Meeting of the Corporation designated for that purpose, nominations may also be made from the floor providing that the nominee has expressed a willingness to serve, either at the meeting or by a statement in writing. If the election is held by mail ballot, provisions for nominations in addition to those of the Nominating committee as provided for in Section 2(b) above must be followed.

(d) Candidates may be added to the slate by petition provided that the candidate meets the requirements established in these By-Laws and that a petition bearing the signatures of no fewer than one Corporate member from five (5) Corporate membership units is received by the time of the Annual Meeting or in the case of the mailed ballot four days prior to the scheduled mailing of ballots.

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

Section 2. Voting.

(a) At the Annual Meeting. Voting conducted within the framework of a formal membership meeting must meet the following provisions: (1) Vote shall be by secret ballot on forms authorized by the Board of Directors; such forms shall provide for write-in nominations from the floor, (2) Each membership unit shall be entitled to two votes which may be cast by one or more members, (3) If a member votes for more candidates than there are vacancies, the ballot shall be void, (4) Tabulation of the results of the vote shall be conducted by a tally committee chosen by the President, or the presiding officer, the final count shall be announced to the members assembled.

(b) By mailed ballot. The Board of Directors may vote to conduct the Fall election of members to the Board of Directors by means of a mail ballot provided that the following provisions are observed: (1) Public notice be given that the Election of

directors will be by mail ballot and the dates for mailing of ballots and the date for posted return be announced at least fourteen (14) days prior to the mailing of ballots, (2) A General meeting of the membership be held to accept additional nominations and receive a preliminary report of the Treasurer as to the financial position of the Corporation [Article VIII, Section 2(c)]. (3) a proposed slate of candidates be announced fourteen (14) days prior to the mailing of ballots; such ballots to be mailed with a biographical sketch of the candidates, (4) Additional nominations be received four (4) days prior to the scheduled mailing of the ballots. Specifically, any member having satisfied the qualifications as set forth in these By-Laws and presenting a petition bearing the signatures of no fewer than one Corporate member from five (5) membership units shall have his or her name included on the ballot, (5.) authorized ballots be prepared and mailed as to guarantee anonymity of return, (6) Ballots be so prepared (by use of Corporate Seal or other device) as to preclude tampering, such ballots shall state the date by which they must be returned, (7) Two ballots be sent each Corporate membership unit, (8) members be given ten (10) days to post completed ballots (8) members receive a return envelope addressed to the Corporation's Post Office Box, (9) Opening and counting of Ballots be done by a tally committee appointed by the President, (10) If a member votes for more candidates than there are vacancies the ballot shall be void, (11) Ballots postmarked after the specified return date shall be voided if the tabulation has been undertaken even though not completed nor the results formally announced, (12) In the event of a tie for the last position, the Board shall break the tie by secret ballot, (13) The Results of such election be mailed to the membership in October.

Section 3. Filling Vacancies. Positions shall be filled by the candidates receiving the highest number of votes, two year terms to be filled first.

ARTICLE X

Amendment of By-Laws.

Section 1. Proposals. Proposals for amendment of these By-Laws must be sponsored by at least ten (10) active Corporate membership units and shall be submitted in writing to the Secretary who shall then present such proposals at the next meeting of the Board of Directors. The proposals and the recommendations of the Board, shall then be placed upon the agenda of the next regular or special meeting of the membership, provided that such proposal is submitted at least three (3) weeks in advance, of such meeting. Approval by twothirds (2/3) of the active Corporate membership units represented at such meeting 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 XI

Miscellaneous

Section 1. Extending Privileges. Upon written request, the Board of Directors may extend the use of the facilities, with or without fees, of the Corporation to certain local organizations or groups, provided that this privilege is extended not more than once a week. The Board of Directors shall require 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 or their property.

Section 2. 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 3. Dividends and Refunds. There shall be no dividends to members of the Corporation. There shall be no refund to members except as otherwise provided in these By-Laws.

Section 4. Use of Language in By-Laws Text. Wherever in these By-Laws reference is made to the singular or the masculine gender, such reference shall apply to the plural and the female gender with equal force wherever the context requires the same.

Section 5. Sale of Land. The Corporation shall not dispose of any real property except in accordance with such approval as may be granted "by a majority of the active membership units voting on such disposition at a regular or special meeting, provided at least three (3) weeks notice in advance has been given before the call of such meeting."

Section 6. Half-mile Rule. If any portion of the land of any member or prospective member used as the place of residence of that member or prospective member, is within one half mile of the pool property, all of such land shall be deemed to be within such one-half-mile.

ARTICLE XII

Rules of Order

Section 1. 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 of Directors.

Section 2. Rules of Procedure. Unless otherwise provided for by law, by the certification of incorporation, or by these By-Laws, rules of procedure governing meetings of members of the Corporation or of the Board of Directors shall be those of Robert's Rules of Order, as revised from time to time.