

March 13, 2022

BYLAWS 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: This Corporation is formed to maintain a club to provide swimming and other recreational facilities and activities for its members and their families and guests and promote the welfare of the communities in the area in which the facilities of the Corporation may be situated.

To further these purposes, the Corporation shall build or otherwise acquire and maintain such pools, bathhouses, club houses, and other recreational, social, and civic facilities and components as may appear desirable. The Corporation has full power and authority to receive (by gift, bequest, purchase or otherwise) monies and properties, real and personal; to lease, own, and hold real estate and personal property; to encumber, sell and exchange the same; 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. The purpose of the Corporation is neither financial profit nor gain.

The Corporation aims to foster an inclusive and welcoming community and does not and shall not discriminate based on race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations.

The Corporation relies on the contributions of members to assist with running the pool. By contributing their time and work, members help minimize costs associated with running the Corporation and the pool facilities and keep member fees at lowest possible levels.

The Corporation is designated as a 501(c)(7) under the IRS code.

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. Composition. The Board of Directors shall consist of eleven Directors, who must be Regular members of the Corporation. Directors shall be elected by plurality vote for two-year terms. The number of Directors elected each year will alternate between six the first year and five the next, in such a way that six members are elected in one year, five the next year. Elections must be conducted in September or October of each year at a meeting of the membership or by mail or electronic ballot as provided for in Article IX.

The President, Vice-President, Treasurer, and Secretary are Officers of the Corporation and must be Directors. See (Article IV, Officers, Section 1: Election).

Section 3. Vacancy. Any vacancy occurring in the Board shall be filled by a 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 elected shall serve until his/her 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 and Action by Board. A majority of the Directors then in office shall constitute a quorum for the transaction of business. All business shall be conducted by majority vote of those present, unless specified otherwise in these Bylaws.

Any action of the Board may be taken without a meeting if written consent setting forth the action taken is signed by all Directors then serving and filed with the minutes of the Corporation. Electronic signatures are acceptable as

long as they clearly indicate consent from a particular Director for the particular proposed action.

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 to each meeting.

Section 7. Special Meetings. Special meetings of the Board may be called at any time (with 24-notice unless there is a unanimous vote by the Board of Directors for an immediate meeting) by the President, or by not fewer than four (4) Directors. Notice of such special meetings, stating the purpose thereof, shall be given to all Directors.

Section 8. Duties. The Board of Directors shall transact all Corporate business, including, but not limited to, constructing facilities and establishing rules for their use; establishing the membership fees; evaluating and changing membership status; approving the depository for Corporate funds; setting wage scales, hiring contractors, and making purchases on behalf of the Corporation; and providing 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. The Board will ensure that the Corporation pursues sound financial policies.

Section 9. Pledging Credit. The Board of Directors may not borrow more than \$50,000 without specific approval of the majority of the members voting at any meeting. This section shall not apply with respect to any item or items in the current annual budget that was approved by membership, as provided in Article VII.

Section 10. Removal of Director. Removal of a Director with or without cause may be made by vote of (two-thirds (2/3) of the Directors then in office, or by two-thirds (2/3) of the Regular members voting at any membership meeting.

Section 11. Absences. Any Director 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 or her position as a Director. The President, or presiding officer, shall formally declare the vacancy, and said vacancy shall be filled as prescribed in Section 3 above.

Section 12: Relief of Membership Fee¹

Daleview, Inc., is managed and administered by volunteers who donate considerable time and expertise to the Corporation. As an incentive for members to contribute such services, Directors shall receive the following relief of annual membership fees:

The respective annual membership fees of the President and Treasurer of the Board will be reduced 100% while serving as an Officer of the Corporation. The reason for this relief is that both positions require year-round commitment by these two officers.

The respective annual membership fees of all other Directors will be reduced 50% while serving on The Board of Directors. Directors' membership fees will be adjusted annually on March 15 of each year for the upcoming swim season. If the President, Treasurer, or any Director resigns before the end of the swim season, the membership dues will be adjusted by the resignation date.

The President and Treasurer, as well as all other Directors, will receive six guest passes per day while serving on The Board of the Corporation.

ARTICLE IV Officers

Section 1. Election and Term Limits. Except as provided in Section 3(a) below, the officers of this Corporation shall be President, Vice-President, Secretary, 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 and must be Directors.

¹Effective a year from adoption of bylaws

All officers shall serve for no more than four consecutive one-year terms in one role.²

Removal: An officer may be removed from office by a minimum vote of a majority of the Directors then in office at any meeting.

Section 2. Duties of the President. The President shall preside at the meetings of the Members 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 Chairpersons thereof, and all special committees as may be directed. The President shall also manage the Corporation's contract and dealings with companies hired to manage the pool. 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 Vice President. If Co-Presidents are elected, they will share the duties of the President and Vice-President, as outlined in Sections 2 and 3 above. If there are Co-Presidents, each Co-President shall have an independent right to exercise this authority.

Section 4. Duties of the Secretary. The Secretary shall keep the minutes of the meetings 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 it may request.

² Effective at the 2022 election of Directors

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 of 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 necessary 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.

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, lawsuit, 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, to the fullest extent permitted by law.

(b) The right of indemnification shall inure to each Director and officer referred to in Section 8 above, whether or not said individual is such Director or officer at the time such costs or expenses are imposed or incurred, and shall extend to his legal representative in applicable circumstances.

Section 9. Authority to Sign Checks, Contracts and Corporate Papers. All checks shall be signed by the President, Vice-President, or the Treasurer; no

countersignature shall be required. 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.

Section 10. Authority to Authorize Payment. All expenditures of more than \$2,500 must be specifically approved in advance by the Board of Directors, unless the item is described in the approved budget. Any amounts included in the approved budget are considered to be approved.

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. The Board of Directors shall approve the forms and process necessary to apply for membership. If an application is not approved, all funds shall be promptly returned in full to the applicant.

Section 2. Admission. The Board of Directors, working with the Membership Committee, shall determine the policies and procedures by which new members are admitted. Membership in the Corporation is not transferable, except as approved by the Board. Parent- to- child transfers require Board approval.

Section 3. Classes of Members. Membership in the Corporation is determined by household and shall consist of the following classes of members: (a) Regular members, (b) Temporary members, (c) Other household members, and (d) Associate members. No household shall have more than two (2) Regular or Temporary members. The membership is held in the name(s) of the Regular or Temporary member(s).

(a) Regular members: One or two adult members of the household as designated on the annual membership card. Regular members are voting members.

(b) Temporary members: The Board of Directors may authorize Temporary Members as described in Section 7(b), below. One or two adult members of the household is designated on the annual membership card. Temporary members must reapply every year, must pay dues, may participate in

member meetings, and may not vote on the budget or the Board of Directors. Their membership dues differ from other members as determined by the Board of Directors.

(c) 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.

(d) 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. Associate members must be in the company of a member when present at the pool and have no vote in Corporation business.

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/dormant member, approval of the Board of Directors is required. Payment of the annual assessment is required.

Section 5. Resignation and "Active Membership." A member who has tendered formal resignation in writing or failed to pay the current membership dues (as discussed in Article VII) shall no longer be considered an active member.

Section 6. Priorities. Subject to the provisions governing acceptance of members, the following priorities of membership shall apply: First Priority -- Household units within one half mile of pool site, in the order in which their names appear on the Number One Waiting List; Second Priority -- Other persons, in the order in which their names appear on the Number Two Waiting List.

Section 7. Number of Membership Units.

(a) The maximum number of Regular household units having active members in the Corporation shall be three hundred twenty-five (325). "Household units" are defined as two Regular members in the same domicile or a paired unit of two individual Regular members.

(b) The Membership Committee, at its discretion, shall be authorized to accept "Temporary Members" and thus to extend use of the Corporation's facilities to such members for one season. The number of such Temporary Member units shall be set by the Board of Directors, with a view to limit the number of household memberships (Regular and "Temporary") actively using the pool to no more than three hundred fifty-one (351). The fee for such Temporary Member 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 permit such individuals to have guests, except upon payment of an additional guest fee prescribed by the Board of Directors.

Section 8. Suspension/Expulsion of Members.

(a) Any member of any class may, for cause and after having been given an opportunity for a hearing, upon not fewer than five (5) days' written notice (which notice shall specify the charges against the member), be (i) suspended for up to three months by a two-thirds (2/3) vote of the Directors present at a meeting in which a quorum is present, and (ii) may be expelled by a two-thirds (2/3) vote of the entire Board. Cause for suspension, or expulsion, shall, in general, consist of violations of these bylaws or of the rules and regulations of the Corporation, or of conduct detrimental to the interests of the Corporation. When any Regular or Temporary member is expelled, all members of the associated household will also be expelled.

ARTICLE VI

Committees

Section 1. Standing Committees. Members of the Board of Directors shall chair the following standing committees with duties as stated. The chairs of these Committees shall serve until their successors are appointed or the Director ceases to be a member of the Board. The Standing Committees of

the Corporation are a mechanism whereby the members of the Corporation and the Board of Directors meet to discuss issues pertaining to the management and future of the pool. The Corporation encourages members to actively volunteer to serve on the following standing committees and other ad hoc committees created by the Board of Directors:

(a) Membership Committee. 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) Finance Committee. The Finance Committee shall 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.

(c) Pools and Grounds Committee. To the extent authorized by the Board of Directors, the Pools and Grounds Committee shall exercise supervision of the pools, pool house, and recreational areas, operating equipment, and grounds, and 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.

(d) Swim Team Committee. The Swim Team Committee shall plan, organize, and coordinate a competitive swim program and related activities and ensure that the Corporation and its membership are represented in any league of which the Team is part.

(e) Social Activities Committee. The Social Activities Committee shall prepare and submit to the Board of Directors programs of entertainment, such as the crab feast, bingo night, and camp night. It shall be responsible for publicizing these activities.

(f) Swim and Exercise Committee. This committee will plan and manage paid or volunteer programming (such as Master Swim, Stroke and Turn, and Water Aerobics) to enhance the health and exercise opportunities of pool membership.

(g) Communications Committee: This committee will ensure timely and effective communications between the Board and members.

(h) Nominating Committee: This Committee shall be appointed by the President and composed of five members of the Corporation, not more than two of whom may be members of the Board of Directors. The Nominating Committee shall nominate active members as candidates for the vacancies on the Board of Directors and follow the procedures outlined in the Corporation's policies.

Section 2. Additional Committees. The President, with the consent of the Board of Directors, may provide for such additional committees as he/she deems necessary and, consistent with these bylaws, 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 submitted to the membership for approval at least fourteen (14) days prior to 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 the prescribed annual assessments as defined in Article V, Section 4)

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 or 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 time, all members of the household unit may be suspended or expelled according to the procedures described in the Corporation's policies.

ARTICLE VIII

Meetings of the Membership

Section 1. Annual Meeting.

(a) The Annual Meeting of the membership shall be held during the month of September or 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. At the Annual Meeting, committee chairs shall provide a summary of their committees' activities during the past year. To increase participation, the Board may decide to hold the annual meeting online.

(b) The notices of the meeting shall be distributed to 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 (described in Article IX).

(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 or other means; (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; and (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 accompanies 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 bylaws.

Section 3. Midsummer membership meeting. A meeting of the general membership shall be held after the pool has opened for the season and prior to the end of July. The purpose of this meeting is to orient new members to pool programs and activities, answer questions about pool operations, and provide an update on pool activities.

Section 4. Special Meetings. Special meetings of the membership may be called by the Board of Directors. Also, upon a written request of not less than 25% of the Regular 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 5. Voting. Only Regular and Temporary members shall be entitled to vote at membership meetings; Temporary members have limited voting rights as described in Article V, Section 3(b) above. Each Regular or Temporary member is entitled to one vote.

Section 6. Voting by Proxy. Only Regular Members may vote by proxy. If voting by proxy, the member must notify the Secretary of the Board in writing --at least 24 hours before the time of the requested vote--who has been designated to hold the proxy.

Section 7. Remote voting. The Board of Directors shall make available to a reasonable means of remote voting. Remote votes must be received by the date and time of the scheduled meeting.

Section 8. Quorum. 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 at the scheduled time because of a lack of such a quorum, then after 30 minutes, three percent (3%) of the active households represented in person, shall constitute a quorum.

Section 9. Notices. Wherever in these bylaws notice to members is required, the distribution of such notice to the address shown on the records (electronic or mailing address) of the Corporation for the Regular and Temporary members shall constitute such notice.

ARTICLE IX

Election of Board of Directors

Section 1. Nominating and Elections.

The procedures for nominating and electing Directors shall comply with the procedures described in the Corporation's policies.

Section 2. Voting.

Voting shall be conducted according to the Corporation's policies on elections. Each Regular member shall be entitled to one vote at such elections which may take place at the Annual Meeting, by mail, email or other authorized ballot.

ARTICLE X

Amendment of Bylaws.

Section 1. These Bylaws may be altered, amended or repealed by a two thirds (2/3) vote of the voting members. Members shall be given notice of any proposed change at least three weeks before any such vote. The Board of Directors or ten regular members may initiate a process to amend the bylaws.

Section 2. Limitation on Methods. The bylaws shall not be amended in any other manner.

ARTICLE XI Miscellaneous

Section 1. 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 2. 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 bylaws.

Section 3. Use of Language in Bylaws Text. (1) Wherever in these bylaws 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. (2) All references to "mail" or "mailing" include the option of electronic mail.

Section 4. 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 4. Extending Privileges. Upon written request, the Board of Directors, by 2/3 vote of approval, may extend the use of the facilities, with or without fees, of the Corporation to certain local organizations, groups or businesses provided that this privilege does not place an undue burden on membership and pool operations. 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. Extended privileges shall expire at the end of the calendar year in which they were granted. These extended privileges shall constitute no more than an insubstantial amount of the Corporation's total activity and the Corporation shall pay unrelated business income tax on any fees paid by these groups.

ARTICLE XII Rules of Order

Section 1. Interpretation. Any question as to the meaning or proper interpretation of any of the provisions of these bylaws 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 bylaws, 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.

ARTICLE XIII: Conflict of Interest

Section 1. Board of Directors. To exercise their fiduciary duty to the Corporation in good faith and demonstrate independent judgment on behalf of the Corporation, all Directors are required to disclose any direct or perceived financial interest in any transactions being considered by the Corporation. Any Director may raise a conflict-of-interest concern. A majority vote of the Board of Directors will determine whether the conflict of interest is disqualifying. Directors with a conflict of interest are required to abstain from discussion and voting, excuse themselves from the room or vicinity, and will not count toward a quorum on the matter but may voice their opinion on the subject prior to recusal.

Section 2. Membership Budget Votes. All Directors, appointed committee members, and voting members shall disclose any interest or affiliation they may have with any entity or individual with which the Corporation has entered, or may enter into contracts, agreements, or any other business transaction, and shall refrain from voting on or influencing the consideration of such matters.

Article XIV: Confidentiality

The policy of Daleview, Inc., is that Directors of the Corporation will not disclose confidential information obtained through their official activities to any person, including their relatives, friends, and business and professional associates, unless the Corporation has authorized such disclosure. During

and after their service with Daleview, Inc., Directors will not use trade secrets, client lists, or other confidential information acquired by virtue of that service. This policy is not intended to prevent disclosure where disclosure is required by law.